



CONVENING
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, 28.09.2018, convenes for all shareholders registered in the Shareholders' Register, as reference date, at the end of November 2, 2018:

I. The Extraordinary General Meeting of Shareholders for November 14, 2018, 9.00 a.m., at the Company's seat.

The agenda of this meeting is:

- 1. Approval of the transfer from Sanofi Romania SRL to Zentiva SA of the know-how regarding the distribution (including marketing and sale) of pharmaceutical generic products, as well as the conclusion by the Company of the agreement related to such transfer;**
- 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 December 3, 2018 as the date of identification of the shareholders being affected by the resolution;**
- 4. Establishment of the date of November 29, 2018 as ex date.**

II. The Ordinary General Meeting of Shareholders for November 14, 2018, 10.00 a.m., at the Company's seat.

The agenda of this meeting is:

- 1. Establishment of a secondary seat of the Company at the following address: Bucharest, 3rd District, Theodor Pallady 50 blvd, C15, Administrative building, Second floor.**
- 2. Appointment of new members within the Board of Directors;**
- 3. Establishment of the date of December 3, 2018 as the date of identification of the shareholders being affected by the resolution;**
- 4. Establishment of the date of November 29, 2018 as ex date.**

In the event of failure to meet the statutory validation requirements set out under the Articles of Incorporation, the Extraordinary/Ordinary General Meeting of Shareholders will be rescheduled on November 15, 2018, at the same time and place and with the same agenda and having the same reference date, at the end of November 2, 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 originals, 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 November 12, 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: marius.neagu@zentiva.com, 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 November 12, 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: marius.neagu@zentiva.com, by November 12, 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 November 12, 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 November 12, 2018. The special power of attorney form, as well as the form for vote by correspondence will also be available in the English language.

The applications for the position of members in the Company's Board of Directors may be submitted, according to Article 117¹ of Law no. 31/1990, republished, as subsequently amended and supplemented, at the Company's seat by October 23, 2018 at the latest. A CV will be included for each nominated applicant, CV indicating at least the applicant's name, residence and professional qualification.

The list containing information in relation to the name, residence and professional qualification of the persons nominated for the position of director, may be consulted and supplemented by the shareholders under the aforesaid conditions.

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 October 23, 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 October 23, 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 November 2, 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/Ordinary General Meeting of Shareholders of November 14/15, 2018”*.

Further information may be acquired at the Company's seat or by calling +40729163780.

**Chairman of the Board of Directors,
Xavier Lasserre**