

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

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Date: 14.11.2018, 10:00 a.m. – first/second convening

The Ordinary Shareholders' General Meeting of ZENTIVA S.A. (the "**Company**"), gathered validly in the meeting on 14.11.2018, 10:00 a.m. – first(second) convening, having as reference date 02.11.2018, 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 establishment of a secondary seat of the Company at the following address: Bucharest, 3rd District, Theodor Pallady 50 blvd, C15, Administrative building, Second floor. The General Manager of the Company is empowered by the Assembly to carry out all legal formalities in order to implement the decision, 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 appointment of the following new members within the Board of Directors:

- **Ms./Mr.** _____,
- **Ms./Mr.** _____,

The mandate of the new members is valid till 21.03.2019.

The shareholders have also acknowledged the termination of the mandates of the following individuals: (i) Christophe Courcelle, following his resignation on 3 September 2018 (ii) Fouchs Valentin Emmanuelle, following her resignation on 3 September 2018 and (iii) Massimo Festa, following his resignation on 15.02.2016, in order to allow the de-registration of the relevant entries from the records held by the Bucharest Trade Registry Office.

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 December 3, 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 November 29, 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