



MEMO

on the appointment of new members of the Board of Directors

ZENTIVA S.A. is a joint stock company registered with the Bucharest Trade Registry under no. J40/363/1991, sole registration code 336206, having its headquarters located at 50 Theodor Pallady Blvd., district 3, Bucharest (hereinafter referred to as the “**Company**”).

The board of directors of the Company has put forward for the shareholders’ approval the appointment of new members of the Board of Directors, considering the following:

- (i) The mandates of two of the Board of Directors Mr. Christophe Courcelle, and Mrs. Fouchs Valentin Emmanuelle were terminated following their resignation on 3 September 2018;
- (ii) The proposals of the shareholders for the two mandates that are currently vacant may be submitted by 23 October 2018, at the Company’s headquarters in Bucharest, 50 Theodor Pallady Blvd., district 3, or by e-mail having incorporated an extended electronic signature in accordance with Law no. 455/2001 regarding electronic signature, at marius.neagu@zentiva.com. The proposals have to include the candidates’ resume which details at least their name, domicile and professional qualification. The list including information with regard to the name, the locality of residence and the professional qualification each candidate proposed will be published on the webpage of the Company and shall be updated on the basis of received proposals;
- (iii) The Company will update accordingly soon after the expiry of the 23 October 2018 deadline the drafts of special power of attorneys and correspondence votes so to include the proposals received from the shareholders; and
- (iv) The mandates of the new members will be valid for a period until 21 March 2019, subject to the acceptance of the mandates by the newly appointed members.

In addition, the board of directors of the Company puts forward for the shareholders’ acknowledgement 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.