

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

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Date: 15.11.2018, 10:00 a.m. – second convening

The Ordinary Shareholders' General Meeting of ZENTIVA S.A. (the "**Company**"), gathered validly in the meeting on 15.11.2018, 10:00 a.m. – second convening, having as reference date 02.11.2018, with a quorum of 33% of the total registered capital, out of which Zentiva Group a.s. represents 33% of the registered capital and voting rights (representing 137,536,495 voting rights; a number of 251,194,382 voting rights of Zentiva Group a.s. held in the Company are suspended, pursuant to the provisions of art. 37 para. (1) of Law 24/2017 on issuers of financial instruments and market operations), with no other shareholders participating to the meeting, for the purpose of approving the items listed in the agenda, decided 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 137,536,495 votes, out of a total number of 137,536,495 votes validly expressed as follows:

- Affirmative votes: 137,536,495;
- Negative votes 0;
- Abstentions: 0;

- 2. Approval of appointment of the following new members within the Board of Directors:**

- **Mr. Lasserre Xavier Pierre Christian for a mandate valid until 21 March 2019**

The resolution was adopted with 137,536,495 votes (secret vote), out of a total number of 137,536,495 votes validly expressed as follows:

- Affirmative votes: 137,536,495;
- Negative votes 0;
- Abstentions: 0;

- **Mr. Blery Carol Jean Noel for a mandate valid until 21 March 2019**

The resolution was adopted with 137,536,495 votes (secret vote), out of a total number of 137,536,495 votes validly expressed as follows:

- Affirmative votes: 137,536,495;
- Negative votes 0;
- Abstentions: 0;

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 February 2016, in order to allow the de-registration of the relevant entries from the records held by the Bucharest Trade Registry Office.

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 137,536,495 votes, out of a total number of 137,536,495 votes validly expressed as follows:

- Affirmative votes:	137,536,495;
- Negative votes	0;
- Abstentions:	0;

4. Establishment of the date of November 29, 2018 as ex date.

The resolution was adopted with 137,536,495 votes, out of a total number of 137,536,495 votes validly expressed as follows:

- Affirmative votes:	137,536,495;
- 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 137,536,495, representing 33% of the registered capital and voting rights of the Company. The total number of votes validly expressed was 137,536,495



Chairman of the Shareholders' General Meeting



Secretary of the Shareholders' General Meeting