



MEMO

Concerning the items on the agenda of the Extraordinary General Meeting of Zentiva S.A. (the “Company”) which will take place on 30 April (2 May) 2019, at 11:00 AM

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 in the Extraordinary General Meeting of Shareholders (the “**EGMS**”), *inter alia*, the following items:

1. *Increase of the Company’s share capital with a total maximum amount of RON 30,000,000, by in-cash contribution, from the amount of RON 41,696,115 and up to RON 71,695,115, by issuance of 300,000,000 new shares (the “**New Shares**”), with a nominal value of RON 0.1 per share (the “**Share Capital Increase**”).*

The Share Capital Increase will be made to ensure the implementation of the Company's development plans, as they are currently in place and set out in the Company’s budget for the year 2019, or as they will be further developed in the future by the Company’s Board of Directors and management and, as the case may be, approved by the Company’s general meeting of shareholders. The Company’s development plans may refer, but without being limited, to research and development, manufacture, distribution and sales in the pharmaceutical field.

The Board of Directors will ensure that proper transparency obligations, as are incumbent upon the Company in accordance with the provisions of the applicable laws and regulations, will be observed in connection with the Company’s development plans.

2. *Authorisation of the Board of Directors to issue any decision and to carry out any acts and deeds which are necessary, useful and/or desirable for implementing the Share Capital Increase.*

The authorisation of the Board of Directors will be given in order to ensure proper implementation of the Share Capital Increase, in accordance with the provisions of the applicable laws and regulations and the decision of the EGMS.

3. *Approval of the entering into, signing and execution by the Company of the Factoring Documents (as such are identified in the EGMS notice).*

The Factoring Documents have been approved by the Board of Directors within its limits established by the law, respectively 50% of the accounting value of the Company’s assets, on 14.03.2019, the factoring contract and the other documents have been signed on 19.03.2019, being valid within the limits of the above mentioned approval.

Due to the fact that the value of the assets to be acquired, alienated, changed or encumbered by the Company pursuing the factoring Documents may exceed 50% of the accounting value of the Company’s assets within the meaning of article 153²² of the Companies Law, the Board of Directors of the Company seeks to obtain the EGMS’ approval in connection with the entry into, signing and execution by the Company of the Factoring Documents (as such are identified in the EGMS notice).



In connection with the transactions set out in the Factoring Documents (as such are identified in the EGMS notice) the Company, following an assignment of receivables (on a rolling basis) in the context of a factoring arrangement, has agreed also to service and collect the transferred receivables, without consideration, with the view that it has an essential commercial and financial interest in keeping control and monitoring the costs of the servicing and collection from assigned debtors.

4. *Authorisation of Mrs. Simona Cocos and Mr. Francisc Koos, with the right to sub-delegate, to individually act in the name and on behalf of the Company in order to carry out any acts and deeds which are necessary, useful and/or desirable for effecting and executing the Factoring Documents (as such are identified in the EGMS notice).*

The authorisation of the Company's General Manager and Chief Financial Officer will be given in order to ensure proper entry into, signing and execution by the Company of the Factoring Documents (as such are identified in the EGMS notice), in accordance with the provisions of the applicable laws and regulations and the decision of the EGMS and with the observance of the Company's interests.

5. *Approval of an additional secondary object of activity for the Company, corresponding to the NACE Code 8291 (8291 Activities of collection agencies and credit bureaus) and the corresponding amendment of the Articles of Association in order to reflect this change, by including at article 5.3 of the Articles of Association the following activity: "NACE Code 8291 Activities of collection agencies and credit bureaus."*

This item on the EGMS agenda was inserted with the view of ensuring the proper implementation of the terms and conditions of the Factoring Documents (as such are identified in the EGMS notice) and, consequently, allow the Company servicing and collection the receivables transferred thereunder.