

ZENTIVA

Resolution of the Extraordinary Shareholders' General Meeting of ZENTIVA S.A.

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Date: 7 March 2019, 11:00 a.m. – first convening

The Extraordinary Shareholders' General Meeting of ZENTIVA S.A. (the "**Company**"), gathered validly in the meeting on 7 March 2019, 11:00 a.m. – first convening, having as reference date 22 February 2019, with a quorum of 93.28% of the total registered capital, out of which Zentiva Group a.s. represents 93.28% of the registered capital (representing 388,931,210 voting rights), 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 transfer operations from Sanofi Romania S.R.L. to the Company in connection with the distribution (including marketing and sale) of pharmaceutical generic products, as well as the execution by the Company of the agreement related to such transfers ("Transfer Agreement"), including, but not limited to:

- (i) transfer of certain contracts and/or commercial relationships concluded by Sanofi Romania S.R.L. in connection with the activity mentioned above;**
- (ii) transfer of information and know-how regarding the marketing, sale and/or distribution of generic products;**
- (iii) transfer of books and records, in whatever form kept, including electronic form, used or held for use exclusively in connection with the transferred activity; and**
- (iv) transfer of goodwill associated with the assets listed at points (i) - (iii) above.**

The Transfer Agreement is subject to the following terms and conditions:

- a) the value of the transaction is RON 46,141,201; and
- b) the transaction is to be considered effective retroactively, starting with 1 September 2018.

The Board of Directors and/or the General Manager of the Company will be empowered to issue any decision, to conclude all the necessary, useful and/or desirable acts and to perform all the necessary, useful and/or desirable deeds for implementing the resolutions which will be adopted by the EGMS in connection with the Transfer Agreement, including, but not limited to:

- (i) negotiate, establish and approve the final terms and conditions of the Transfer Agreement;
- (ii) approve any contracts in relation to the Transfer Agreement and any other arrangements, any ancillary agreements, certificates, affidavits, registers, notices, addenda and any other acts and documents which are necessary, to fulfil any formalities and to authorise and/or to execute any other actions which are necessary in order to give full effect to the Transfer Agreement; and
- (iii) empower representatives of the Company to sign any such documents, to fulfil any such formalities and execute any such actions.

These transfer operations will be performed as per the informative materials made available to the shareholders.

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The resolution was adopted with 388,931,210 votes (secret vote), out of a total number of 388,931,210 votes validly expressed as follows:

- Affirmative votes: 388,931,210;
- Negative votes 0;
- Abstentions: 0;

2. Establishment of 26 March 2019 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the EGMS and the date of 25 March 2019 as “ex-date”.

The resolution was adopted with 388,931,210 votes, out of a total number of 388,931,210 votes validly expressed as follows:

- Affirmative votes: 388,931,210;
- Negative votes 0;
- Abstentions: 0;

3. Authorisation of the Board of Directors and/or of any member of the Board of Directors and/or of the Company’s General Manager, with the right to sub-delegate, to execute any documents, as well as to carry out any formalities for implementing and ensuring the opposability of the resolutions which will be adopted by the EGMS.

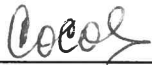
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- Affirmative votes: 388,931,210;
- Negative votes 0;
- Abstentions: 0;

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 388,931,210 representing 93.28% of the registered share capital.

The total number of votes validly expressed was 388,931,210.



Chairman of the Shareholders’ Extraordinary General Meeting



Secretary of the Shareholders’ Extraordinary General Meeting