



**Draft Resolution**  
**of the Extraordinary Shareholders' General Meeting of ZENTIVA S.A.**  
**Trade Registry number: J40/363/1991**  
**Sole Registration Code: 336206**  
**Subscribed and paid share capital: RON 69,701,704**  
**Date: 29 April/ 30 April 2020, 11:00 a.m. – first/second convening**

The Extraordinary Shareholders' General Meeting of ZENTIVA S.A. (the “**Company**”), gathered validly in the meeting on **29 April/ 30 April 2020**, 11:00 a.m. – first/second convening, having as reference date **20 April 2020** (the “**EGMS**”), with a quorum of \_\_\_\_\_% of the total registered share capital, out of which \_\_\_\_\_ represents \_\_\_\_\_% of the registered share capital of the Company and other shareholders represent \_\_\_\_\_% of the registered capital of the Company, without the participation of other shareholders at the EGMS, for the purpose of approving the items listed in the agenda, decides as follows:

- 1. Approval of the possibility that the president of the Board of Directors to also be appointed as general manager of the Company, pursuant to the provisions of article 143 para. (3) of the Companies Law.**

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 the amendment of the Articles of Association, by including the possibility for the meetings of the Board of Directors to also be held through e-mail and thus article 16.1. of the Articles of Association shall read as follows: “*The meetings will be held by the physical presence of the directors at the place of the meeting or may be carried out by means of remote communication (e-mail, telephone, teleconferencing, videoconferencing, telefax).*”**

The resolution was adopted with \_\_\_\_\_ votes, out of a total number of \_\_\_\_\_ votes validly expressed as follows:

- Affirmative votes: \_\_\_\_\_  
- Negative votes: \_\_\_\_\_  
- Abstentions: \_\_\_\_\_

- 3. Approval of 19 May 2020 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 86 (1) of Law no. 24/2017 and the date of 18 May 2020 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (1) of Regulation 5/2018.**



The resolution was adopted with \_\_\_\_\_ votes, out of a total number of \_\_\_\_\_ votes validly expressed as follows:

- Affirmative votes: \_\_\_\_\_
- Negative votes: \_\_\_\_\_
- Abstentions: \_\_\_\_\_

**4. 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, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolutions of the EGMS of the Company, to file, to request the publication of the resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the resolutions which will be adopted by the EGMS.**

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 orally through open vote within the recorded teleconference/videoconference and documented by the technical secretary of the meeting.

The number of shares for which valid votes were expressed was \_\_\_\_\_ representing \_\_\_\_\_ % of the registered share capital.

The total number of votes validly expressed was \_\_\_\_\_.

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*Chairman of the Extraordinary Shareholders' General Meeting*

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*Secretary of the Extraordinary Shareholders' General Meeting*