



MEMO

Concerning the items on the agenda of the Extraordinary General Meeting of Zentiva S.A. (the “Company”) which will take place on 29 April (30 April) 2020, 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. *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.*

This proposal aims to ensure flexibility and celerity to the Company’s decision-making process, through the possibility of combining the two positions within the management and control bodies of the Company.

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 Board of Directors proposes the amendment of the article of the Articles of Association in the sense of the possibility of holding its meetings including by means of the e-mail, to make the decision-making process more flexible and to facilitate the organization of these meetings in a timely manner, in relation to the needs of the Company.