



TUTORIAL

FOR THE PARTICIPATION BY ELECTRONIC MEANS OF DATA TRANSMISSION TO THE ORDINARY (THE “OGMS”) AND THE EXTRAORDINARY (THE “EGMS”) MEETING OF SHAREHOLDERS OF ZENTIVA S.A. CONVENED FOR 29/30 APRIL 2020

- I. **Access of the shareholders directly or through a representative (special power of attorney, general power of attorney) to the OGMS and EGMS, held by electronic means of data transmission**
- II. **Electronic means for the OGMS and EGMS participation**
- III. **Voting procedure** – applicable to the vote expressed directly by the shareholder/its representative participating to the OGMS and/EGMS through electronic means of data transmission
 - a) public vote expressed through electronic means of data transmission;
 - b) secret vote expressed through electronic means of data transmission;
- IV. **Working bodies of the general meetings**
 - a) chairman of the OGMS and the EGMS;
 - b) secretary of the OGMS and the EGMS;
 - c) technical secretaries

- I. **Access of the shareholders directly or through a representative (special power of attorney, general power of attorney) to the OGMS and EGMS held by electronic means of data transmission**
 - a) Documents based on which the shareholders have direct access within the OGMS and EGMS
Access of entitled shareholders to participate directly at the OGMS and EGMS is allowed based on the simple evidence of their identity, as follows:
 - in case of shareholders who are natural persons: their identity document (identity card/ passport for Romanian citizens or passport/ residence permit/ identity card for foreign citizens);
 - in case of shareholders who are legal persons: ascertaining certificate and identity document (identity card/ passport for Romanian citizens or passport/ residence permit/ identity card for foreign citizens) of the legal representative of the shareholders who are legal persons.
 - b) Documents based on which the shareholders have access within the OGMS and EGMS through representative

The representatives of shareholders – natural/legal persons will be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, passport/ residence permit/ identity card for the foreign citizens), accompanied by the special or general power of attorney signed by the shareholder who is a natural person/the legal representative of the shareholder that is a legal person.

The capacity as shareholder and also, in case of shareholders - legal persons or entities without legal status, the capacity as legal representative shall be acknowledged based on the list of shareholders at the Reference Date, received by the Company from Depozitarul Central S.A.

In case: a) the shareholders – natural persons did not register in the system of Depozitarul Central S.A. the valid and updated identification data, then they will also present a copy of the updated identity document (identity card/ passport/ residence permit) of the shareholder; b) the legal representative of the shareholders – legal persons is not mentioned in the list of shareholders received from Depozitarul Central S.A., then they will also present an official document attesting the capacity as legal representative of the shareholder for the signatory of the special power of attorney (issued by a competent authority, original or certified



copy, not older than 6 months before the date of publication of the convening notice of the OGMS and EGMS).

c) Obtaining the details for the access to the OGMS and EGMS

To receive the login details to the teleconference through which the OGMS and EGMS will take place, the shareholders and/or their representative have to send an e-mail until **27 April 2020, 18:00**, to the address marius.neagu@zentiva.com, together with scanned/photographed documents proving their identity, as described at points a) and b) above and the telephone number that will be used for the access to the teleconference.

Participation in the OGMS and EGMS will be done via the “Skype for Business” application which allows connection via internet or telephone. The access details (link and phone number) will be communicated to each shareholder who has requested such access in accordance with the above paragraph by e-mail, on 28 April 2020, by 14:00 Bucharest time. The relevant shareholders are encouraged to verify their inbox, as well as the their “SPAM” folder for the relevant e-mail. To the extent they have not received the e-mail containing the invite and access detail for the OGMS and EGMS may request support at the telephone number +40 729 163 780 or by e-mail at the address marius.neagu@zentiva.com, by 18:00 Bucharest time on 28 April 2020.

II. Electronic means for the OGMS and EGMS participation

The Company will set up two parallel teleconferences using the “Skype for Business” application (one teleconference for open voting and one for secret voting, as detailed in Section III below).

Shareholders who have requested to participate to the virtual OGMS and EGMS meetings in accordance with the procedure described in Section I letter c) above can access the teleconference using one of the following methods:

a) Via phone, by

- dialling in the number included in the invite to be provided by the Company to such shareholders (no surcharge number);
- after dialling, enter the meeting ID number, followed by the pound sign (#); and
- after the tone, identify yourself, followed by the pound sign (#). Upon identifying themselves (i) natural persons shareholders will identify themselves by saying their name and surname; to the extent such persons are represented (either by their legal representative or an attorney in fact), the relevant representative will say the name and surname of the relevant shareholder, followed by the formula “represented by” and saying their name and surname; (ii) shareholders - legal persons or entities without legal status will identify themselves by saying the name of the relevant entity, followed by the formula “represented by” and the name and surname of the legal representative or, as the case may be, the name and surname of the attorney in fact.

Upon verifying that their self-identification matches the identity of shareholders entitled to participate to the OGMS and EGMS, the moderator of the meeting will grant them access to the OGMS and EGMS.

b) Using the “Skype for Business” desktop app, by accessing the link included in the invite to be provided by the Company to such shareholders.

The relevant shareholder will use the “Join Skype meeting” option after having entered the name of the shareholder in the designated box. Upon entering the name and identifying themselves (i) natural persons shareholders will identify themselves by introducing their name and surname; to the extent such persons are represented (either by their legal representative or an attorney in fact), the representative will introduce the name and surname of the relevant shareholder, followed by the text “represented by” and such representative’s name and surname; (ii) shareholders - legal persons or entities without legal status will identify themselves by introducing the name of the relevant entity, followed by the text “represented by” and the name and surname of the legal representative or, as the case may be, the name and surname of the attorney in fact.

Shareholders wishing to use this mean of participation to the teleconference have to have the relevant app already installed. To install it, please visit <https://products.office.com/en-us/skype-for-business/download-app> and follow their instructions for download and installation.



Shareholders may also use the “Skype for Business” web app. In order to use this option, the relevant shareholder will access the “Try Skype Web App” link, included in the invite to be provided by the Company to the relevant shareholders. Upon accessing the link, a web browser tab will open, with two options being given:

- “Install and join with Skype Meetings App (web)”; and
- “Join with Skype for Business (desktop)”.

Please select the first option (“Install and join with Skype Meetings App (web)”, wait for the app to be downloaded, open the app to ensure its installation, enter the name of the shareholder in the designated box and clicking on the “Join” option.

Upon entering the name and identifying themselves (i) natural persons shareholders will identify themselves by introducing their name and surname; to the extent such persons are represented (either by their legal representative or an attorney in fact), the relevant representative will introduce the name and surname of the relevant shareholder, followed by the text “represented by” and such representative’s name and surname; (ii) shareholders - legal persons or entities without legal status will identify themselves by introducing the name of the relevant entity, followed by the text “represented by” and the name and surname of the legal representative or, as the case may be, the name and surname of the attorney in fact.

If the shareholders encounter difficulties in accessing the teleconference, they may request real-time technical support at the telephone number +40 729 163 780 or by e-mail at the address marius.neagu@zentiva.com.

III. Voting procedure

The vote in the OGMS and EGMS by using the electronic means of data transmission will be done in real time, with the audio feed being recorded.

a) Open vote expressed through electronic means of data transmission

With the exception of item 6 on the OGMS agenda (*i.e.*, on the appointment of two (2) members in the Board of Directors of the Company), where the vote will be secret (the procedure for such vote being described at letter b) of this Section 3), the shareholders that are present at the OGMS and/or EGMS through electronic means of data transmission will be able to express their vote directly within the OGMS and/or EGMS, by accessing (in accordance with the provisions of Section II above) the teleconference which will be specifically designated as the one for the “OPEN VOTE”.

For each item on the agenda for which the vote is open, the Chairman of the meeting will announce the opening of the voting session for that item, at which time the shareholders that are present either personally or through a representative will be asked, in the order of their participation in the share capital of the Company (from largest to smallest), on how they decide to vote. The shareholders will vote by the verbal communication of a single voting option: "For", "Against" or "Abstention" for each relevant item on the agenda.

While the voting session for a particular item from the agenda is open, shareholders may rectify their vote.

The manner in which each shareholder has expressed his / her vote will be recorded in the minutes of the meeting.

In accordance with the provisions of art. 197 para. (5) letter (b) of Regulation 5/2018, the OGMS and EGMS audio feed will be recorded, so as to ensure that each vote cast can be subsequently verified. Shareholders who do not agree with the recording of the audio feed of the OGMS and EGMS can cast their vote through correspondence.

b) secret vote expressed through electronic means of data transmission

In accordance with art. 130 paragraph (2) of the Companies Law, the secret vote is mandatory in connection with item 6 on the agenda of the OGMS on the appointment of two (2) members of the Board of Directors.



For this item on the agenda, the Chairman of the meeting will announce the opening of the secret voting session. The shareholders that are present at the OGMS through electronic means of data transmission will be asked, separately and in the order of their participation in the share capital of the Company (from largest to smallest), to drop off from the teleconference designated for "OPEN VOTE" and access (in accordance with the provisions of Section II above) the teleconference designated for the "SECRET VOTE", with the technical secretary of the OGMS designated for the secret vote.

The relevant shareholder will then vote, using oral communication, by choosing a single voting option: "For", "Against" or "Abstention" for item 6 of the OGMS agenda. After expressing their vote, the relevant shareholder will be requested to drop off from the teleconference designated for the "SECRET VOTE" and reconnect to the teleconference designated for the "OPEN VOTE", to proceed with the voting on the other items on the OGMS and EGMS agenda.

The manner in which shareholders have expressed their vote will be recorded in the minutes of the meeting, without mentioning the name of the shareholders or individual votes.

In accordance with the provisions of art. 197 para. (5) letter (b) of Regulation 5/2018, the audio feed of the separate teleconference held for casting the secret vote for item 6 of the OGMS will be recorded, so as to ensure that the vote cast can be subsequently verified. The relevant recording will be stored and the rights of access to it will be configured in a manner which will allow preserving the secrecy of the vote. Shareholders who do not agree with the recording of the audio feed of this teleconference can cast their vote through correspondence.

IV. Working bodies of the general meetings

a) Chairman of the OGMS and EGMS

The OGMS and EGMS are chaired by the Chairman of the Board of Directors, according to the provisions of art. 13 para. (2) of the articles of association of the Company;

b) Secretary of the OGMS and EGMS

The secretary of the OGMS and EGMS has the duties provided in the Companies Law and in article 13 para. (3) of the articles of association of the Company;

c) Technical secretaries

The technical secretaries (including the technical secretary tasked with recording the secret votes in connection with item 6 on the OGMS agenda) will be appointed pursuant to the provisions of article 13 para. (2) of the articles of association of the Company and will have the following duties: (i) preparing the attendance list of the shareholders present (directly or through a representative) in the OGMS and EGMS, (ii) recording and counting the votes cast by the shareholders present in the meeting directly, personally or by representatives, as well as the votes cast by correspondence, before the OGMS and EGMS.