

**Resolution of the Ordinary Shareholders' General Meeting of
S.C. ZENTIVA S.A.**

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Date: 26 April 2018, 9:00 a.m. – first convening

The Ordinary Shareholders' General Meeting of S.C. ZENTIVA S.A. (the "Company"), gathered validly in the meeting on 26 April 2018, 9:00 a.m. – first convening, having as reference date 17.04.2018, with a quorum of **93,2020%** of the total registered capital, out of which Venoma Holdings LTD represents 50,9809% of the registered capital, ZENTIVA NV represents 35,4919% of the registered capital, Sanofi-Aventis Europe represents 6.7292% of the registered capital of the Company, for the purpose of approving the items listed in the agenda, decides as follows:

1. To approve the Company's financial statements for 2017, accompanied by the Board of Directors Report and the Financial Auditor's Report, with the following main indicators:

Main indicators	RON
Net turnover	458.377.046
Total revenues	467.626.826
Total expenditures	369.527.020
Gross profit	106.926.030
Net profit	89.642.756

The resolution was adopted with 388.616.004 votes, out of a total number of 388.616.004 votes validly expressed as follows:

- Affirmative votes: 388.616.004;
- Negative votes: 0;
- Abstentions: 0;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

2. Approval of the distribution of the net profit for 2017 to the company retained earnings. Therefore no dividends will be distributed to the shareholders from 2017 net profit.

The resolution was adopted with 388.616.004 votes, out of a total number of 388.616.004 votes validly expressed as follows:

- Affirmative votes: 388.616.004;
- Negative votes: 0;
- Abstentions: 0;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

3. To approve the Revenue and Expenditure Budget for the 2018 financial year, with the following main indicators:

Main indicators	Mil RON
Net Turnover	463,0
Operating Expenses	376,4
Operating Result	86,6

The resolution was adopted with 388.616.004 votes, out of a total number of 388.616.004 votes validly expressed as follows:

- Affirmative votes:	388.616.004;
- Negative votes	0;
- Abstentions:	0;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

4. To approve the annual remuneration of the Company's Directors for the 2018 financial year, as follows:

- (i) in a gross amount of RON 54,000 / year – for the independent Director;
- (ii) free of charge mandates for the rest of the Board Members;

The resolution was adopted with 388.616.004 votes, out of a total number of 388.616.004 votes validly expressed as follows:

- Affirmative votes:	388.616.004;
- Negative votes	0;
- Abstentions:	0;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

5. To approve discharge of administration of the Board of Directors' members for the 2017 financial year.

The resolution was adopted with 388.616.004 votes, out of a total number of 388.616.004 votes validly expressed as follows:

- Affirmative votes:	388.616.004;
- Negative votes	0;
- Abstentions:	0;

Votes were secret and were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

6. To approve the date of May 25, 2018 as date for the identification of shareholders that are affected by the resolution of the Ordinary Shareholders' General Meeting

The resolution was adopted with 388.616.004 votes, out of a total number of 388.616.004 votes validly expressed as follows:

- Affirmative votes: 388.616.004;
- Negative votes 0;
- Abstentions: 0;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

7. Establishment of the date of May 24, 2018 as ex date;

The resolution was adopted with 388.616.004 votes, out of a total number of 388.616.004 votes validly expressed as follows:

- Affirmative votes: 388.616.004;
- 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 388.616.004, representing **93,2020%** of the registered capital.

The total number of votes validly expressed was 388.616.004.

Simona Cocos

Chairman of the Shareholders' General Meeting



Diana Emanuela Ispas

Secretary of the Shareholders' General Meeting



