



CONVENING NOTICE

FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF

ZENTIVA S.A.

ZENTIVA S.A., a company registered with the Bucharest Trade Registry under number J40/363/1991, Sole Registration Code 336206, with its headquarters in 50 Theodor Pallady Blvd., 3rd District, Bucharest, Romania, with a subscribed and paid share capital of RON 69,701,704 (hereinafter referred to as the “**Company**”), represented by its board of directors (the “**Board of Directors**”),

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented (“**Companies Law**”), Law no. 24/2017 on issuers of financial instruments and market operations (“**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations (“**Regulation no. 5/2018**”), and the Company’s articles of association (the “**Articles of Association**”),

CONVENES

The Ordinary General Meetings of Shareholders of the Company (hereinafter referred to as the “**OGMS**”), at the Company’s headquarters, through electronic means of data transmission, on **28 April 2021, starting at 10:00 a.m.**, for all the shareholders registered in the Company shareholders’ registry held by Depozitarul Central S.A., at the end of **19 April 2021**, considered as **Reference Date** for this meeting; to the extent on the aforementioned date, due to any reasons, the quorum requirements stipulated by the law and by the Articles of Association are not fulfilled, the Board of Directors had convened and set, in accordance with art. 118 of the Companies Law, the date of the second OGMS of the Company on **29 April 2021, starting at 10:00 a.m.**, at the Company’s headquarters through electronic means of data transmission, with the same agenda and Reference Date.

GIVEN THE FOLLOWING:

- (A) The exceptional situation caused by the COVID-19 pandemic and the measures taken by public authorities that limit the number of persons who can physically participate in a meeting and any other measures adopted or to be adopted by public authorities in order to prevent the spread of the virus SARS-COV 2 causing COVID-19; and
- (B) In order to ensure non-discriminatory access to all shareholders entitled to participate in the OGMS,

The Board of Directors has decided holding the OGMS through electronic means of data transmission and with the possibility to vote by correspondence.

THE AGENDA OF THE OGMS:

1. Approval of the annual financial statements prepared for the financial year ended 31 December 2020, together with the Directors’ Annual Report and the Independent Auditor’s Report.
2. Approval of the income and expenses budget for the financial year 2021.
3. Approval of the allocation of 95% of the Company’s net profit for the financial year ended 31 December 2020, determined in accordance with the applicable laws, to the reported result in the 117 accounting account “Reported result” at the Company’s disposal until a further decision, while the remaining 5% will be allocated, under the law, in the 116 accounting account “Legal reserves”.

4. Approval of the discharge of liability of the members of the Board of Directors for the financial year 2020.
5. Establishing the remuneration for the members of the Board of Directors for the financial year 2021 at a maximum aggregate limit of RON 2,237,104.
6. Acknowledgment of the expiration of the statute of limitation period in relation to the right to request payment of dividends corresponding to financial years 2015 – 2016 that were not paid and which are registered in the accounting balance of the Company as of the OGMS date and approval of the registration of the amount corresponding to such dividends to the income account of the Company.
7. Approval of the Remuneration policy for the management of the Company and of the Annual remuneration report for the management of the Company for the financial year ended 31 December 2020.
8. Approval of 19 May 2021 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of art. 86 para. (1) of Law no. 24/2017 and the date of 18 May 2021 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018.
9. 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 OGMS 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 OGMS.

GENERAL INFORMATION REGARDING THE OGMS

a) Participation in the OGMS by electronic means:

Participation and voting in the OGMS will be done through electronic means of data transmission (which will include virtual audio participation). Participation in the OGMS may be done either **personally** (or represented by legal representatives) or **by proxy**. In accordance with the provisions of art. 197 para. (5) letter (b) of Regulation 5/2018, the OGMS 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 can cast their vote through correspondence, in accordance with point d) below. To receive the login details to the teleconference/videoconference, the shareholders and/or their representative have to send an e-mail until **26 April 2021, 18:00**, at the address alexandra.puscas-ext@zentiva.com, together with scanned/photographed documents proving their identity. In case of shareholders who are natural persons/ legal representatives of a shareholder who is a legal person or an entity without legal personality, their identity document consists of identity card or passport for Romanian citizens or passport/ residence permit/ identity card for foreign citizens.

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); b) the legal representative of the shareholders – legal persons is not mentioned in the list of shareholders received from Depozitarul Central S.A., then

Zentiva SA - Bdul Theodor Pallady nr. 50 - 032266, sector 3 , Bucuresti - Romania
tel. (+40) 21.304.71.29 - fax (+40) 21.345.40.04,
Registrul Comertului : J40/363/1991 - Cod Unic : RO 336206 - IBAN RO65FTSB6448700041001RON in RON,
BNP Paribas – sucursala Bucuresti

they will also present an official document attesting their capacity as legal representative of 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).

Information concerning the special and general powers of attorney and the correspondence vote is set out at points c) and d) below.

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English (this is also applicable in case of participation and voting in accordance with points c) and d) below).

b) Documents related to the agenda of the OGMS

Starting with **27 March 2021**, the tutorial for the electronic participation to the OGMS, as well as all the information materials regarding the items included on the agenda of the OGMS shall be available on the Company's website at <https://www.zentiva.ro/investors/general-meetings-shareholders>. The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the OGMS.

c) General Powers of Attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years and allow their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts.

Before their first use, general powers of attorney shall be deposited/sent, in copy, containing the mention of conformity with the original under the signature of the representative (or sent by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signatures, as amended and supplemented, and in accordance with the regulations issued by FSA, to the address alexandra.puscas-ext@zentiva.com) so as to be registered with the Company's registration desk **until 26 April 2021, at 10:00 a.m.**

For the validity of the mandate, the proxy should have to be either an intermediary (investment professional) (pursuant to the provisions of art. 2 para. (1) point (20) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 92 para. (15) of the Law no. 24/2017.

The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

- (i) the power of attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

d) The special Powers of Attorney and the Correspondence Voting Ballot

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote "For", vote "Against" or vote "Abstention").

The special powers of attorney may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents shall be deposited/sent (inclusively by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signatures, as amended and supplemented, and in accordance with the regulations issued by FSA, to the address alexandra.puscas-ext@zentiva.com), in original or in copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered with the Company registration desk **no later than until 26 April 2021, at 10:00 a.m.**, clearly

Zentiva SA - Bdul Theodor Pallady nr. 50 - 032266, sector 3 , Bucuresti - Romania
tel. (+40) 21.304.71.29 - fax (+40) 21.345.40.04,
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BNP Paribas – sucursala Bucuresti

mentioning on the envelope or in the subject of the e-mail “For the Ordinary General Meeting of Shareholders convened for 28 April 2021/ 29 April 2021”.

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the OGMS or proposals of resolutions could be added. In this case, the special powers of attorney/ correspondence voting ballots shall be updated and published as described at letter b).

e) The shareholders rights to introduce additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda

One or more shareholders representing, individually or collectively, at least 5% of the Company’s share capital, have the right:

- a) to introduce new items on the agenda of the OGMS, provided that every new item is accompanied by a reasoning memo or a draft resolution proposed for adoption to the general meeting; and
- b) to make resolution proposals for the items included or proposed to be included on the agenda of the OGMS.

The rights mentioned above may be exercised only in writing (sent via courier at the Company’s headquarters or via e-mail having attached extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and in accordance with the regulations issued by the FSA, to the address alexandra.puscas-ext@zentiva.com) no later than 12 April 2021.

The identification requirements mentioned at letter a) above are also applicable to the shareholder(s) – natural person(s) and/or the legal representative of the shareholder - legal person that request the insertion of new items on the OGMS agenda.

To the extent the exercise of the right provided in letter a) above determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date set for **19 April 2021** and in compliance with the term provided by the Companies Law.

f) The shareholders right to ask questions concerning the agenda

Any shareholder has the right to submit questions regarding the items included on the agenda of the OGMS. The questions may be submitted to the Company via e-mail, at the address alexandra.puscas-ext@zentiva.com, so as to be received by the Company until **26 April 2021, at 10:00 a.m.**

The right to ask questions and the obligation to address them may be limited by the measures that the Company may adopt in order to identify the shareholders (in accordance with the provisions of Regulation no. 5/2018), to ensure the good process and preparation of the general meetings, as well as to protect the confidentiality and the commercial interests of the Company. The Company may provide a general answer for the questions with the same content. It will be considered that an answer is given if the relevant information is available on the Company's website, in question-response format.

Nicholas Robert Haggar

President of the Board of Directors Zentiva S.A.