



## MEMO

### Concerning the items on the agenda of the Ordinary General Meeting of Zentiva S.A. (the “Company”) which will take place on 28 April (29 April) 2021, at 10:00 AM

*(item 6 on the agenda is covered by a separate memo published on the Company’s website)*

**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 Ordinary General Meeting of Shareholders (the “OGMS”), *inter alia*, the following items:

Item 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.*

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 have been published on the Company’s website, at <https://www.zentiva.ro/investors/general-meetings-shareholders>.

Item 2: *Approval of the income and expenses budget for the financial year 2021.*

The income and expenses budget for the financial year 2021 has been published on the Company’s website, at <https://www.zentiva.ro/investors/general-meetings-shareholders>.

Item 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”.*

The Board of Directors submits for the approval of the shareholders the following proposal on the allocation of net profits: (i) 95% of the Company’s net profit for the financial year ended 31 December 2020, shall be transferred to retained earnings in the account 117 “Retained earnings”, being at company’s disposal until further decision and (ii) 5% will be allocated, according to the provisions of the law, in the 116 account “Legal reserves”.

Such proposal is made with the view of allowing, *inter alia*, the implementation of the Company’s development plans, as they are currently in place and set out in the Company’s budget for the year 2021, or as they will be further developed in the future by the Company’s Board of Directors and management and, as the case may be, approved by the Company’s general meeting of shareholders and the observance of the legal provisions regarding the establishment of the Company’s legal reserve. The Company’s development plans may refer, but without being limited, to research and development, manufacture, distribution and sales in the pharmaceutical field.

Item 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.*

The aggregate limit will be used for the remuneration of the Company’s independent director, as well as of the Company’s executive directors. The proposed level of remuneration should be sufficient to attract, retain and motivate the relevant members of the Board of Directors, as skilful and experienced professionals. The remuneration is based on the principle of fair rewards and motivation for the relevant members of the Board of Directors.



*Item 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.*

Pursuant to the provisions of the Directive (EU) 2017/828 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement and considering the amendments made to Law 24/2017 on issuers of financial instruments and market operations by Law 158/2020, the Board of Directors puts forward to shareholder approval 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.

The Remuneration policy for the management of the Company and the Annual remuneration report for the management of the Company for the financial year ended 31 December 2020 have been published on the Company's website, at <https://www.zentiva.ro/investors/general-meetings-shareholders>.