



## TUTORIAL

### FOR THE PARTICIPATION BY ELECTRONIC MEANS OF DATA TRANSMISSION TO THE ORDINARY (THE “OGMS”) MEETING OF SHAREHOLDERS OF ZENTIVA S.A. CONVENED FOR 1/2 NOVEMBER 2021

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

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- I. Access of the shareholders directly or through a representative (special power of attorney, general power of attorney) to the OGMS held by electronic means of data transmission**

- a) Documents based on which the shareholders will be granted direct access within the OGMS

Access of entitled shareholders to participate directly at the OGMS 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 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); 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 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).

- c) Obtaining the details for the access to the OGMS



To receive the login details to the teleconference through which the OGMS will take place, the shareholders and/or their representative have to send an e-mail until **28 October 2021, 18:00**, to the address [alexandra.puscas-ext@zentiva.com](mailto:alexandra.puscas-ext@zentiva.com), together with scanned/photographed documents proving their identity, as described at points a) and b) above.

Participation in the OGMS will be done via the “Zoom” videoconference platform. The access details will be communicated to each shareholder who has requested such access in accordance with the above paragraph by e-mail, on 29 October 2021, by 14:00 Bucharest time. The relevant shareholders are encouraged to verify their inbox, as well as the “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, they may request support at the telephone number 0724 373 605 or by e-mail at the address [alexandra.puscas-ext@zentiva.com](mailto:alexandra.puscas-ext@zentiva.com), by 18:00 Bucharest time on 29 October 2021.

## II. Electronic means for the OGMS participation

The Company will set up two parallel teleconference using the “Zoom” videoconference platform (one teleconference for open voting and one for secret voting, as detailed in Section III below). The teleconference can be accessed by using any means of communication (laptop, tablet, phone).

Shareholders who have requested to participate to the virtual OGMS meeting in accordance with the procedure described in Section I letter c) above can access the teleconference either by:

### a) Using the online “Zoom” platform

To the extent the shareholder has not yet installed the “Zoom” application, after accessing the link included in the invitation email, the shareholder can select the “Join from your browser” option from the opened browser window opened. After selecting this option, a new window will be opened in the browser, which will contain:

- a box for filling in the shareholder’s name  
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. 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.
- the “I am not a robot” security check, which will have to be fulfilled by observing the instructions made available by the platform.

The browser will open a new window for filling in the password (Passcode) which is included in the invitation email received by the shareholder.

### b) Using the “Zoom” desktop app

Shareholders wishing to use this mean of participation to the teleconference should have the relevant app already installed. To install it, please visit <https://zoom.us/download> and follow their instructions for download and installation.

After the application is installed, the shareholders will have two ways of accessing the teleconference:

- (i) accessing the link which will be included in the invitation email that will be received by the shareholders

After accessing the link included in the invitation received by the shareholder, a new window will be opened in the shareholder’s default browser. The window will provide a notification that the “Zoom” application will be opened.

After selecting “Open”, the application will open a window containing:

- a box for filling in the password (Passcode) which is included in the invitation email received by the shareholder

The shareholder will fill in such password.



- a box for filling in the shareholders' name

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. 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.

- two checkboxes containing the options "Do not connect to audio" and „Turn off video”

For the purpose of an efficient communications, it is recommended that at least the audio communication to be enabled during the whole meeting. Regardless, the shareholders will be able to modify their options during the meeting.

- (ii) accessing the teleconference directly via the "Zoom" app

The teleconference will also be accessible directly from the application, by opening the app and selecting the "Join a meeting" option. In the newly opened window, the shareholders will fill in:

- the ID of the meeting

The shareholders will fill in the ID of the meeting that is included in the invitation email.

- the shareholders' name

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. 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.

- two checkboxes containing the options "Do not connect to audio" and „Turn off video”

For the purpose of an efficient communications, it is recommended that at least the audio communication to be enabled during the whole meeting. Regardless, the shareholder will be able to modify their options during the meeting.

The application will open a new window for filling in the password (Passcode) included in the invitation email received by the shareholder.

If the shareholders encounter difficulties in accessing the teleconference, they may request real-time technical support at the telephone number 0724 373 605 or by e-mail at the address [alexandra.puscas-ext@zentiva.com](mailto:alexandra.puscas-ext@zentiva.com).

### III. Voting procedure

The vote in the OGMS 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 2 on the OGMS agenda (i.e., on the appointment of one member 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 III), the shareholders that are present at the OGMS through electronic means of data transmission will be able to express their vote directly within the OGMS, 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 of the OGMS 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 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.

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 2 on the agenda of the OGMS on the appointment of one member 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 2 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 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 2 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

The OGMS is chaired by the Chairman of the Board of Directors or, in his absence, by another member of the Board of Directors appointed by the latter, according to the provisions of art. 13 para. (2) of the articles of association of the Company;

b) Secretary of the OGMS

The secretary of the OGMS 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 2 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, (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.