



Draft Resolution
of the Extraordinary Shareholders' General Meeting of
ZENTIVA S.A.
Trade Registry number: J40/363/1991
Sole Registration Code: 336206
Subscribed and paid share capital: RON 69,701,704
Date: 27 April/ 28 April 2023, 10:00 a.m. – first/second convening

The Extraordinary Shareholders' General Meeting of ZENTIVA S.A. (the "Company"), gathered validly in the meeting on **27 April/ 28 April 2023**, 10:00 a.m. – first/second convening, having as reference date **13 April 2023** (the "EGMS"), with a quorum of _____% of the total registered share capital, out of which _____ represents _____% of the registered share capital of the Company and other shareholders represent _____% of the registered capital of the Company, without the participation of other shareholders at the EGMS, for the purpose of approving the items listed in the agenda, decides as follows:

1. Approval of the amendment of the duties of the Board of Directors of the Company by supplementing them and, implicitly, of the amendment of the Company's Articles of Association, as follows:

a) art. 3.2 of the Articles of Association of the Company shall be amended and shall have the following content:

„3.2 The Company, based on the resolutions of the Board of Directors, can establish branches, representative offices, agencies, working units and other secondary offices, as well as subsidiaries located in Romania and/ or abroad.”

b) art. 11.3 of the Articles of Association of the Company shall be amended in order to eliminate the attribution of the OGMS provided by letter g), namely the elimination of the attribution related to „incorporation or dissolution of one or several of Company's subsidiaries representative offices, agencies, or any other secondary establishments of the Company, as well as the incorporation of Company's branches”.

As a result of this amendment, the letter h) “approval of any other decision within its competence” of art. 11.3 of the Articles of Association shall become the letter g).

c) art. 17.1 of the Articles of Association of the Company shall be amended, in order to add the following attribution:

„l) Incorporation or dissolution of one or several of Company's subsidiaries, representative offices, agencies, or any other secondary establishments of the Company as well as the incorporation of Company's branches”.



As a result of this amendment, letter l) "*other powers established by law in its competence.*" from art. 17.1 of the Articles of Association, shall become letter m).

The votes are cast by open vote.

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

- Affirmative votes: _____
- Negative votes _____
- Abstentions: _____

2. **Approval of 18 May 2023 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 and the date of 17 May 2023 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018.**

The votes are cast by open vote.

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

- Affirmative votes: _____
- Negative votes _____
- Abstentions: _____

3. **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 EGMS and/ or the updated Articles of Association 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 EGMS.**

The votes are cast by open vote.



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

- Affirmative votes: _____
- Negative votes _____
- Abstentions: _____

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 _____ representing _____ % of the registered share capital.

The total number of votes validly expressed was _____.

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Chairman of the Extraordinary Shareholders' General Meeting

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Secretary of the Extraordinary Shareholders' General Meeting