



CONVENING NOTICE

FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AND FOR THE EXTRAORDINARY MEETING OF THE 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 the provisions of 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 of the Company’s articles of association (the “**Articles of Association**”),

CONVENES

- I. **The Ordinary General Meetings of Shareholders of the Company** (hereinafter referred to as the “**OGMS**”), at the Company’s registered office in Bucharest, 3rd District, 50 Theodor Pallady Blvd., on **27 April 2023, starting at 09:00 a.m.**, for all the shareholders registered with the Company shareholders’ registry held by Depozitarul Central S.A., at the end of **13 April 2023**, considered as **Reference Date** for this meeting; if 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 **28 April 2023, starting at 09:00 a.m.**, at the same address at the Company’s registered office, with the same agenda and Reference Date;

and

- II. **The Extraordinary General Meeting of the Shareholders of the Company** (hereinafter referred to as the “**EGMS**”), at the Company’s registered office in Bucharest, 3rd District, 50 Theodor Pallady Blvd., on **27 April 2023, starting at 10:00 a.m.**, for all the shareholders registered with the Company shareholders’ registry held by Depozitarul Central S.A., at the end of **13 April 2023**, considered as **Reference Date** for this meeting; if 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 EGMS of the Company on **28 April 2023, starting at 10:00 a.m.**, at the same address at the Company’s registered office, with the same agenda and Reference Date;

THE AGENDA OF THE OGMS IS THE FOLLOWING:

1. Approval of the annual financial statements prepared for the financial year ended 31 December 2022, together with the Directors’ Annual Report and the Independent Auditor's Report.

Zentiva SA - Bdul Theodor Pallady nr. 50 - 032266, sector 3 , Bucuresti - Romania
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2. Approval of the income and expenses budget for the financial year 2023.
3. Approval of the allocation of the Company's net profit for the financial year ended 31 December 2022, determined in accordance with the applicable law, to the reported result in the 117 "Reported result" accounting account, being at the Company's disposal until a further decision.
4. Approval of the discharge of liability of the members of the Board of Directors for the financial year 2022.
5. Establishing the remuneration for the members of the Board of Directors for the financial year 2023 at a maximum aggregate limit of RON 3,181,077.
6. Amendment and update of the Remuneration policy for the management of the Company.
7. Approval of the Annual remuneration report for the management of the Company for the financial year ended 31 December 2022.
8. Incorporation of a working unit of the Company, at the address: *Dragomiresti Vale commune, Dragomiresti Deal village, 57 Bradului Street, cell B1, alleys 1 – 6, ramps 1, 2, 3, Romania.*
9. Approval of **18 May 2023** 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. 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.
10. 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 and/ or the agreements/ documents regarding the incorporated working unit, 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.

THE AGENDA OF THE EGMS IS THE FOLLOWING:

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, letter h) *“approval of any other decision within its competence”* of Article 11.3 of the Articles of Association shall become 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).

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 (1) of Regulation 5/2018.
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.

GENERAL INFORMATION REGARDING THE OGMS and EGMS

a) The right of the shareholders to participate in the OGMS and EGMS

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the OGMS and/ or EGMS, in accordance with the legal provisions applicable to companies that are listed on the regulated market and those of the Articles of Association, **in person** (or represented by legal representatives) or **by proxy** (based on a special or general power of attorney), considering the legal constraints, or **by correspondence** (based on a correspondence voting ballot).

The access and/or the correspondence vote by shareholders entitled to attend the OGMS and/ or EGMS is allowed, subject to simple proof of their identity made by presenting, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, passport/ residence permit/ identity card for foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, passport/ residence permit/ identity card for the 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 they will also present an official document

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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 six (6) months before the date of publication of the convening notice of the OGMS and/ or EGMS).

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 and EGMS

Starting with **27 March 2023**, all the information materials regarding the items included on the agenda of the OGMS and/ or EGMS shall be available during the business days at the Company's registered office, between 09:00 and 17:00 (Romanian hours), as well as 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 and/ or EGMS.

c) General Powers of Attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed three (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 petru.ursache@zentiva.com) so as to be registered with the Company's registration desk **until 25 April 2023, at 09:00 a.m. (for OGMS), and/ or at 10:00 a.m. (for EGMS)**.

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 (19) 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. 105 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.

The verification and validation of the general Powers of Attorney shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.

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").

There will be a single format for the special power of attorney/ correspondence voting ballot for all items on the agenda, made available by the Company.

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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 petru.ursache@zentiva.com), in original or in copy, containing the mention of conformity with the original under the signature of the authorised representative, so as to be registered with the Company registration desk no later than **until 25 April 2023, at 09:00 a.m. (for OGMS), and/ or at 10:00 a.m. (for EGMS)**, clearly mentioning on the envelope or in the subject of the e-mail “*For the Ordinary/ Extraordinary General Meeting of Shareholders convened for 27 April 2023/ 28 April 2023*”.

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 and/or EGMS 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).

The special Powers of Attorney and correspondence voting ballots which are not registered as received to the Company’s registration desk until the aforementioned deadlines shall not be counted for the attendance and voting quorum to the OGMS and/ or EGMS.

The centralization, checking and recordkeeping of the correspondence voting ballots, as well as the verification and validation of the special powers of attorney deposited with the Company shall be made by the technical secretaries appointed in accordance with the applicable legal provisions, who are going to keep the documents safely and will maintain confidentiality concerning the votes cast until the items on the agenda are submitted for voting in the OGMS and/ or EGMS.

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 and/ or EGMS, 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 and/ or EGMS.

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 petru.ursache@zentiva.com) no later than 10 April 2023, inclusively.

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 and/ or EGMS 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 **13 April 2023** 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 and/ or EGMS. The questions may be submitted to the Company in physical

format at the Company's registered office or via e-mail, at the address petru.ursache@zentiva.com, so as to be received by the Company until **25 April 2023, at 09:00 a.m. (for OGMS), and/ or at 10:00 a.m. (for EGMS)**.

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.

Simona Cocoş

Chairman of the Board of Directors Zentiva S.A.
