



SUBSTANTIATION NOTE

Concerning certain items on the agenda of the Ordinary General Meeting of ZENTIVA S.A.

to be held on 27 April (28 April) 2023, at 09:00 a.m. (first/ second convening)

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 submitted to the shareholders in order to approve in the Ordinary General Meeting of Shareholders (the “**OGMS**”), among others, the following items:

Item 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.

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 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 2023.

The income and expenses budget for the financial year 2023 has been published on the Company’s website, at <https://www.zentiva.ro/investors/general-meetings-shareholders>.

Item 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 laws, to the reported result in the 117 accounting account “Reported result” at the Company’s disposal until a further decision.

The Board of Directors submits for the approval of the shareholders the approval of the following proposal on the allocation of the Company’s net profits: the entire net profit of the financial year ended 31 December 2022, shall be allocated to retained earnings in the account 117 “Reported result”, being at the Company’s disposal until a further decision.

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 2023, 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. 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 2023 at a maximum aggregate limit of RON 3,181,077.

The aggregate limit will be used for the remuneration of the Company’s independent member of the board of directors, of the executive members of the board of directors, as well as of the other members of the board of directors of the Company whose mandates are remunerated in accordance with the Company’s remuneration policy. 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 6: Amendment and update of the Remuneration policy for the management of the Company.

At the level of the Company, a series of changes are to be implemented regarding certain benefits and the criteria for granting performance bonuses for employees and managers, and also there have been changes in the structure of the Board of Directors, and, consequently, it shall be adopted a revised Remuneration Policy to reflect these changes and to cover the factual situations existing within the Company.

For this reason, the Board of Directors submits for the approval of the shareholders the solution of an update of the existing Remuneration Policy to correspond to the new factual situations present at the level of the Company. Thus, the updated Remuneration Policy contains only additional clarifications and does not represent a substantial change or revision of the original policy.

The Remuneration policy for the management of the Company has been published on the Company's website, at <https://www.zentiva.ro/investors/general-meetings-shareholders>.

Item 7: Approval of the Annual remuneration report for the management of the Company for the financial year ended 31 December 2022.

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 shareholders' approval the Annual remuneration report for the management of the Company for the financial year ended 31 December 2022.

The Annual remuneration report for the management of the Company for the financial year ended 31 December 2022 has been published on the Company's website, at <https://www.zentiva.ro/investors/general-meetings-shareholders>.

Item 8: Incorporation of a working unit of the Company at the address: Dragomirești Vale commune, Dragomirești Deal village, 57 Bradului Street, cell B1, alleys 1 – 6, ramps 1, 2, 3, Romania.

The Board of Directors of the Company has put forward for the shareholders' approval the incorporation of a working unit of the Company, considering the following:

- i. the National Drug and Medical Devices Agency of Romania has issued to the Company the Wholesale Distribution Authorization for Pharmaceutical Products, dated 21 July 2022, and the Good Distribution Practices (GDP), dated 06 July 2022;
- ii. it is envisaged to extend and to delimit separate premises for the pharmaceutical distribution activities, as well as to obtain/extend, as the case may be, the authorization for wholesale distribution of pharmaceutical products, respectively the certificate of good distribution practice inclusively to such premises; and
- iii. pursuant to the applicable statutory provisions, for the establishment of a working unit of the Company, the prior approval of the Ordinary General Meeting of the Shareholders is required.

The board of directors of Zentiva SA

by: **Simona Cocoș**, as chairman of the board of directors