



Draft Resolution
of the Ordinary 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: 20 March 2023, 09:00 a.m. – first convening

The Ordinary Shareholders' General Meeting of ZENTIVA S.A. (the "Company"), gathered validly in the meeting on **20 March 2023**, 09:00 a.m. – first convening, having as reference date **8 March 2023** (the "OGMS"), with a quorum of _____% of the total registered share capital, out of which _____ holds _____% of the registered share capital of the Company and other shareholders in number of _____, representing _____% of the registered capital of the Company, for the purpose of approving the items on the agenda, decides as follows:

1. Approval of the appointment of the following members of the Board of Directors:

- (i) Ms./Mr. _____;
- (ii) Ms./Mr. _____;
- (iii) Ms./Mr. _____;
- (iv) Ms./Mr. _____;
- (v) Ms./Mr. _____.

The mandate of each of the new members shall be valid for a period of four (4) years, starting with the date of 21 March 2023, until 21 March 2027.

The votes are cast by secret vote in accordance to the provisions of the applicable law and of the articles of association of the Company.

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

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

2. Approval of 10 April 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 7 April 2023 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) 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, representing _____%, 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 OGMS of the Company and/ or the management/ mandate agreements with any other members of the Board of Directors, 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 votes are cast by open vote.

The resolution was adopted with _____ votes, out of a total number of _____ votes validly expressed, representing _____%, 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 _____.

[●],
as Chairman of the Ordinary Shareholders’ General Meeting

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[●],
as Secretary of the Ordinary Shareholders’ General Meeting

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