



**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 95.9486% of the total registered share capital, out of which Zentiva Group a.s. holds 95.9486% of the registered share capital of the Company and representing 668,778,101 voting rights, without the participation of other shareholders at the OGMS, 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) Mr. Kenneth Lynam;**
- (ii) Mrs. Simona Cocoş;**
- (iii) Mrs. Margareta Tănase;**
- (iv) Mr. Alin Briciu;**
- (v) Mr. Francois-Noel Marchand.**

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 resolution was adopted 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 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed, representing 95.9486%, as follows:

- Affirmative votes:	668,778,101
- Negative votes	0
- Abstentions:	0

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 (l) of Regulation 5/2018.

The resolution was adopted by open vote.

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed, representing 95.9486%, as follows:

ZENTIVA

- Affirmative votes: 668,778,101
- Negative votes: 0
- Abstentions: 0

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 resolution was adopted by open vote.

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed, representing 95.9486%, as follows:

- Affirmative votes: 668,778,101
- Negative votes: 0
- Abstentions: 0

For item 1 on the agenda, the votes were given on a voting paper provided to the shareholders by the technical secretary of the meeting.

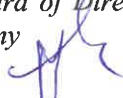
For item 2 and item 3 on the agenda, the votes have been expressed by verbal communication of a single voting option: "For", "Against" or "Abstention" for each relevant item on the agenda.

The number of shares for which valid votes were expressed was 668,778,101, representing 95.9486% of the registered share capital.

The total number of votes validly expressed was 668,778,101.

Margareta Tănase,

as Chairman of the Ordinary General Meeting of the Shareholders, appointed by the Chairman of the Board of Directors of the Company, among the members of the Board of Directors of the Company



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Zentiva Group a.s., represented by **Larisa Jurcă,** *as Secretary of the Ordinary Shareholders' General Meeting*



2