



**Resolution
of the Ordinary Shareholders' General Meeting of
ZENTIVA SA**

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Subscribed and paid share capital: RON 69,701,704

Date: 29 April 2024, 09:30 a.m. – first convening

The Ordinary Shareholders' General Meeting of ZENTIVA SA (the "Company"), gathered validly in the meeting on **29 April 2024, 09:30 a.m. – first convening**, having as reference date **17 April 2024** (the "OGMS"), with a quorum of **95.9486%** of the total registered share capital, out of which Zentiva Group a.s. represents 95.9486% of the registered share capital of the Company, representing 668,778,101 voting rights, without the participation of other shareholders at the OGMS, for the purpose of approving the items listed in the agenda, decides as follows:

1. Approval of the annual financial statements prepared for the financial year ended 31 December 2023, together with the Directors' Annual Report and the Independent Auditor's Report.

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% of the share capital, as follows:

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

2. Approval of the income and expenses budget for the financial year 2024.

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% of the share capital, as follows:

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

3. Approval of the allocation of the Company's net profit for the financial year ended 31 December 2023, 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.

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% of the share capital, as follows:

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

4. Approval of the discharge of liability of the members of the Board of Directors for the financial year 2023.

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% of the share capital, as follows:

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

5. Establishing the remuneration for the members of the Board of Directors for the financial year 2024 at a maximum aggregate limit of RON 2,666,333.

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% of the share capital, as follows:

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

6. Approval of the Remuneration report for the management of the Company for the financial year ended 31 December 2023.

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% of the share capital, as follows:

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

7. **The appointment of Mrs. Andreea-Elena Manta as member of the audit committee of the Company, qualified as financial auditor, as this position is currently held by Mrs. Andreea-Elena Manta as a provisional member of the audit committee of the Company. The mandate of the new member of the audit committee will be valid until 21 March 2027, inclusively.**

For the avoidance of doubts, this item 7 on the agenda also implies the confirmation and ratification of the appointment of Mrs. Andreea-Elena Manta as a member of the audit committee of the Company, as well as of the conclusion of the service agreement with her, retroactively from the date of her provisional appointment by the Board of Directors of the Company, as of 19 December 2023. This confirmation and ratification shall validate the acts and decisions taken by Mrs. Andreea-Elena Manta, in her capacity as audit committee member, up to this date.

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% of the share capital, as follows:

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

8. **Approval of 20 May 2024 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 2024 as “ex-date”, computed in accordance with the provisions of art. 2 para. (2) letter (I) 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% of the share capital, as follows:



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

9. **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, 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% of the share capital, as follows:

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

For all items on the agenda, the votes have been expressed by verbal communication of a single voting option: "For", "Against" or "Abstention".

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.

Simona Cocoş

as Chairman of the Ordinary Shareholders' General Meeting



Zentiva Group a.s., represented by Roxana Diaconu,

as Secretary of the Ordinary Shareholders' General Meeting

