



To: **The Romanian Financial Supervisory Authority**
Financial Instruments and Investments Sector
The Bucharest Stock Exchange
Regulated Spot Market, Category Standard (Shares)

From: **ZENTIVA S.A.**

CURRENT REPORT

pursuant to art. 234 para. (1) letter e) of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations, as well as the provisions of art. 99 letter a) of the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments

Report date: 30 April 2019

Name of the issuing entity: **ZENTIVA S.A.** (the “**Company**”)

Registered office: 50 Therodor Pallady Blvd.
3rd District, Bucharest
Romania

Phone/Fax number: +4021.304.72.00/ +4021.345.40.04

Webpage: www.zentiva.ro

Registration number with the Bucharest Trade Register and sole registration code: J40/363/1991
336206

Share Capital: RON 41,696,115

Number of shares: 416,961,150 shares

Regulated market on which the issued securities are traded: Bucharest Stock Exchange, Main Segment, Category Standard (Shares)

Important events to be reported:

Resolutions of the ordinary and the extraordinary general meetings of shareholders of the Company dated 30 April 2019.

The Company would like to inform its shareholders and investors that (i) the ordinary general meeting of shareholders of the Company (“**OGMS**”) convened for 30 April 2019 (first convening) at the Company’s headquarters starting with 10:00 a.m. and, respectively, (ii) the extraordinary general meeting of shareholders of the Company (“**EGMS**”) convened for 30 April 2019 (first convening) at the Company’s headquarters starting with 11:00 a.m., took place, both being chaired by Mrs. Simona Cocos, member of the Board of Directors and General Manager.



- A. Following the OGMS, the shareholders of the Company have decided to:
1. Approve the annual financial statements prepared for the financial year ended 31 December 2018, together with the Directors' Annual Report and the Independent Auditor's Report.
 2. Approve the income and expenses budget for the financial year 2019.
 3. Approve the transfer of the full net profit of the Company for the financial year ended 31 December 2018, 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.
 4. Approve the discharge of liability of the members of the Board of Directors for the financial year 2018.
 5. Approve the remuneration for the members of the Board of Directors for the financial year 2019 at a maximum aggregate limit of RON 1,830,785.
 6. Approve the date of 16 May 2019 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. 86 para. (1) of Law no. 24/2017 and the date of 15 May 2019 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018.
 7. Authorise 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.

B. Following the EGMS, the shareholders of the Company have decided to:

1. Approve the Company's share capital increase with a total maximum amount of RON 30,000,000, by in-cash contribution, from the amount of RON 41,696,115 and up to RON 71,695,115, by issuance of 300,000,000 new shares (the "**New Shares**"), with a nominal value of RON 0.1 per share (the "**Share Capital Increase**"), which will be offered for subscription under the following conditions:
 - a) The New Shares will be offered for subscription, within the preference rights, to shareholders registered in the in the Company's shareholders' registry held by Depozitarul Central S.A., at the registration date of 16 May 2019.
 - b) Shares remaining unsubscribed after the period for exercising the preference rights for New Shares, will be canceled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase.
 - c) The number of preference rights issued will be equal to the number of shares issued by the Company, registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 16 May 2019; each shareholder registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 16 May 2019, will receive a number of preference rights equal with the number of shares held.
 - d) For subscription of one New Share during the period of exercise of preference rights, a shareholder must hold 1.3898 preference rights. A shareholder of the Company registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 16 May 2019, may purchase a maximum number of New Shares calculated by dividing the number of preference rights held by the number of preference rights needed to subscribe one New Share (1.3898). In the case that the maximum number of shares that can be subscribed during the period of exercise of preference rights (resulting from the above calculation) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower natural number.



- e) The subscription price for the New Shares will be equal to their nominal value, i.e., RON 0.1 per share.
 - f) The period for exercising the right of preference will be one month from the date established in the proportionate prospectus to be prepared in connection with the Share Capital Increase and will begin at a date after the registration date corresponding to the Share Capital Increase and the date of publication of the EGMS decision in the Official Gazette.
 - g) The preference rights will not be admitted to trading and, respectively, traded.
 - h) All the details necessary for the shareholders to exercise their preference rights (such as the subscription procedure, subscription period, payment procedure and method, subscription validation, subscription form and allocation rights) will be included in the proportionate prospectus to be approved by the Financial Supervisory Authority (the "FSA").
 - i) The Share Capital Increase is made to ensure the implementation of the Company's development plans.
2. Authorise the Board of Directors to issue any decision and to carry out any acts and deeds which are necessary, useful and/or desirable for implementing the Share Capital Increase, including with respect to:
- (i) selecting the intermediary and the paying agent for the Share Capital Increase, ensuring the drafting, approval by the FSA and publication of the proportionate prospectus as it will be approved by the FSA, acknowledging the final amount of the Share Capital Increase, cancelling the unsubscribed New Shares, ensuring the listing on the Bucharest Stock Exchange of newly issued shares, amendment of the Articles of Association in order to reflect the Company's new share capital following the completion of the Share Capital Increase;
 - (ii) the negotiation, approval and execution of any documents related to the Share Capital Increase, including any agreements with intermediaries and advisors, certificates, affidavits, registers, notices, addenda and any other acts and documents which are necessary, to fulfil any formalities and to authorise and/or to execute any other actions which are necessary in order to give full effect to the Share Capital Increase; and
 - (iii) representation of the Company in front of any relevant authorities and institutions (such as the Trade Registry Office, FSA, BSE, Central Depository) for the registration of the Share Capital Increase.
3. Approve the entering into, signing and execution by the Company of the following documents (the "**Factoring Documents**"):
- (i) a receivables purchase agreement (the "Receivables Purchase Agreement") between the Company, as assignor and Romanian seller and Factofrance SA, a company incorporated under the laws of France as a société anonyme and licensed as an établissement de crédit, whose registered office is located at Tour D2, 17bis, place des Reflets, 92988 Paris-La Défense Cedex, France, registered with the Trade and Companies Registry of Nanterre under number 063 802 466, as assignee (the "Factor"); based on the Receivables Purchase Agreement, the Company will accede to and enter into a pan-European master factoring agreement originally dated 24 January 2019 entered into between, among others, Zentiva France and Zentiva K.S. as original sellers, AI Sirona (Luxembourg) Acquisition S.À R.L. as parent company, and the Factor (the "Factoring Agreement"); and
 - (ii) a movable mortgage agreement over certain bank accounts and the funds and proceeds of such bank accounts (the "Mortgage over Bank Accounts Agreement") with the Factor, as mortgagee, in order to grant control over such bank accounts to the Factor and to secure the obligations that are, or which may at any time in the future be or become, owing by the Company under the agreements mentioned under point 3(i) above and the other finance documents ancillary to it.
4. Authorise Mrs. Simona Cocos and Mr. Francisc Koos, with the right to sub-delegate, to individually act in the name and on behalf of the Company in order to carry out any acts and deeds which are



necessary, useful and/or desirable for effecting and executing the Factoring Documents, including with respect to:

- (i) negotiate, enter into, draft, sign, perfect, execute, deliver, dispatch, amend or complete where appropriate, and in general, to perform any and all documents or notices required for implementing the resolution mentioned at point 3 above, which would fall under the responsibility of the Company; submit and/or receive in the name and on behalf of the Company any and all documents required for the implementation thereof;
 - (ii) represent the Company, in person or through proxies, with full powers and authority in front of the notary public and of any other authorities (including, without limitation, the Electronic Archive for Securities on Movable Property, the Trade Registry, the National Bank of Romania) or relevant third parties and to carry out all the required formalities regarding the registration and implementation of the resolution provided under point 4 hereinunder with any registrars or authorities and to take any other action, execute and amend any document and to perform any formalities necessary, advisable and desirable in order to give full effect to the matters decided under point 4 hereinunder; and
 - (iii) generally to do all and any acts, actions and things which she/he shall consider necessary or advisable in the interest of the Company for the purpose of effecting the aforesaid operations, and exercise any other incidental rights and powers necessary for acting for and on behalf of the Company.
5. Approve an additional secondary object of activity for the Company, corresponding to the NACE Code 8291 (8291 Activities of collection agencies and credit bureaus) and the corresponding amendment of the Articles of Association in order to reflect this change, by including at article 5.3 of the Articles of Association the following activity: "*NACE Code 8291 Activities of collection agencies and credit bureaus.*"
6. Approve the date of 16 May 2019 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. 86 (1) of Law no. 24/2017 and the date of 15 May 2019 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018.
7. Approve the date of 15 May 2019 as the guaranteed participation date, as defined by art. 2 para. (2) letter j) of the Regulation no. 5/2018 and the date of 17 May 2019 as the payment date, as defined by art. 2 para. (2) letter h) of the Regulation no. 5/2018.
8. Authorise 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 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.

Simona Cocos

General Manager