



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 the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, as amended, as well as pursuant to the provisions of Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations

Report date: 29 April 2020

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

Registered office: 50 Theodor 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 69,701,704

Number of shares: 697,017,040 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 29 April 2020

The Company would like to inform its shareholders and investors that (i) the ordinary general meeting of shareholders of the Company (“OGMS”) convened for 29 April 2020 (first convening) at the Company’s headquarters, through electronic means of data transmission, starting with 10:00 a.m. and, respectively, (ii) the extraordinary general meeting of shareholders of the Company (“EGMS”) convened for 29 April 2020 (first convening) at the Company’s headquarters through electronic means of data transmission 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 2019, together with the Directors' Annual Report and the Independent Auditor's Report.
2. Approve the income and expenses budget for the financial year 2020.
3. Approve the allocation of the full net profit of the Company after distribution to the legal reserve for the financial year ended 31 December 2019, 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 2019.
5. Approve the remuneration for the members of the Board of Directors for the financial year 2020 at a maximum aggregate limit of RON 1,914,410.
6. Approve the appointment of the following members within the Board of Directors: Mr. Nicholas Robert Haggard and Mr. Kenneth Lynard, each of them for a mandate valid until 21 March 2023.
7. Approve the date of 19 May 2020 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 18 May 2020 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (1) of Regulation 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 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 possibility that the president of the Board of Directors to also be appointed as general manager of the Company, pursuant to the provisions of article 143 para. (3) of the Companies Law.
2. Approve the amendment of the Articles of Association, by including the possibility for the meetings of the Board of Directors to also be held through e-mail and thus article 16.1. of the Articles of Association shall read as follows: "*The meetings will be held by the physical presence of the directors at the place of the meeting or may be carried out by means of remote communication (e-mail, telephone, teleconferencing, videoconferencing, telefax).*"
3. Approve the date of 19 May 2020 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 18 May 2020 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (1) of Regulation 5/2018.
4. 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

Zentiva SA - Bdul Theodor Pallady nr. 50 - 032266, sector 3 , Bucuresti - Romania

tel. (+40) 21.304.71.29 - fax (+40) 21.345.40.04,

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implementing and ensuring the opposability of the resolutions which will be adopted by the EGMS.

Simona Cocos

General Manager