ZENTIVA

Annual Report of the Board of Directors for the fiscal year 2016

Reported date: 31/12/2016

- **S.C. ZENTIVA S.A.**
- **Registered office:** 50, Theodor Pallady Blvd., Bucharest
- **Phone / Fax:** 304.72.00, 304.75.00 / 345.40.04
- **No. and registration date with the Trade Register Office:** J40/363/1991
- **Tax Identification Number:** RO 336206
- **Class, type, no. and main characteristics of securities:** 416,961,150 dematerialized class I stocks;
- **Regulated market wherein trading is performed:** Bucharest Stock Exchange;
- **Market value:** RON/stock 1.95 representing the reference price on the last trading day in 2016;

Market capitalization as at the 31st of December 2016: million RON 813.07.

ZENTIVA

1. STOCKS AND SHAREHOLDERS

ZENTIVA S.A. (hereinafter, the "Company") was established in 1962 under the name Intreprinderea de Medicamente Bucuresti (hereinafter, "IMB"). The Company's current registered office is located in 50, Theodor Pallady Blvd., Bucharest. In 1990, the Company absorbed and took over the entire patrimony of the former IMB in accordance with the Government's Decision. In November 1999, the majority shareholding was taken over by the group of institutional investors formed of the European Bank for Reconstruction and Development, the Post-Privatization Foundation, GED Eastern Fund, Euromerchant Balcan Fund, Black See Fund and Galenica North East via the Cypriot company Venoma Holdings Limited.

As at the 27th of June 2002, the Extraordinary General Shareholders' Meeting approved the increase in the share capital by the amount of old RON 277,974,100,000 (equivalent a 27,797,410 RON), respectively from the value of old RON 138,987,050,000 (equivalent of 13,898,705 RON) to the value of old RON 416,961,150,000 (equivalent of 41,696,115 RON), through the granting of 2 free stocks for each stock held by the shareholders registered with the Shareholders' Register as at the reference date 30/05/2002.

On the 12th of October 2005, Zentiva N.V., a Dutch company seated in Amsterdam, The Netherlands, with branches in several European countries, purchased the stocks of Venoma.

In October 2005, Zentiva NV made a public offer regarding the purchase of the stocks of the issuer Sicomed SA, denominated afterwards Zentiva SA, for the amount of RON/stock 1.37, during the period between the 09th of November 2005 and the 12th of January 2006.

In March 2009, Sanofi-Aventis Europe announced its having become the shareholder of Zentiva N.V., holding approximately 96.8% shares.

In August 2009, Sanofi-Aventis Europe made a public offer regarding the purchase of the stocks of the issuer Zentiva SA, for the amount of RON/stock 0.7, during the period between the 12th of August 2009 and the 22nd of September 2009.

The synthetic shareholding structure as at the 31st of December 2016, in comparison with the shareholding structure as at the 31st of December 2015 was the following:

Shareholding structure	31.12.2015	31.12.2016
Venoma Holdings Limited	50.981%	50.981%
ZENTIVA NV	23.928%	23.928%
Sanofi Aventis Europe	6.729%	6.729%
Other minority shareholders	18.362%	18.362%
Total	**100%**	**100%**

Source: Central Depository

The Company's stocks have been listed on the Standard Category of the Bucharest Stock Exchange starting from 1998.

Out of the total number of 416,961,150 stocks, 416,777,259 stocks are being traded on the capital market, the balance of 183,891 stocks being held by Zentiva S.A.

The Company did not trade its own stocks during the year 2016.

1. STOCKS AND SHAREHOLDERS (continued)

The market capitalization of the Zentiva S.A. stocks as at the 31st of December 2016 amounted to million RON 813.07.

As at the 31st of December 2016 the stock price amounted to RON/stock 1.95.

As of 31 December 2016, the Company has net assets by RON 305.801.651 which represents more than 50% of share capital by RON 41,696,115 (as of 31 December 2015, the Company had net assets by RON 272,758,528 which represents more than 50% of share capital by RON 41.696.115) which is in compliance with the requirements of Romanian Company Law (Law 31/1990 and subsequent amendments).

As at 31 December 2014, the values of share capital and share premium include the effect of hyper-inflation adjustments, as required by application of IAS 29. The Company is a first-time adopter of the International Financial Reporting Standards (IFRS) as endorsed by the European Union, with the exception of the provisions of IAS 21 the Effects of Changes in Foreign Exchange Rates on the functional currency and prepares financial statements in accordance with these standards as of the transition date, i.e. 1 January 2011. On 29 April 2015, the Shareholders General Meeting decided to cover the losses from hyper-inflation adjustments related to the share capital in an amount 259,608,187 from the retained earnings.

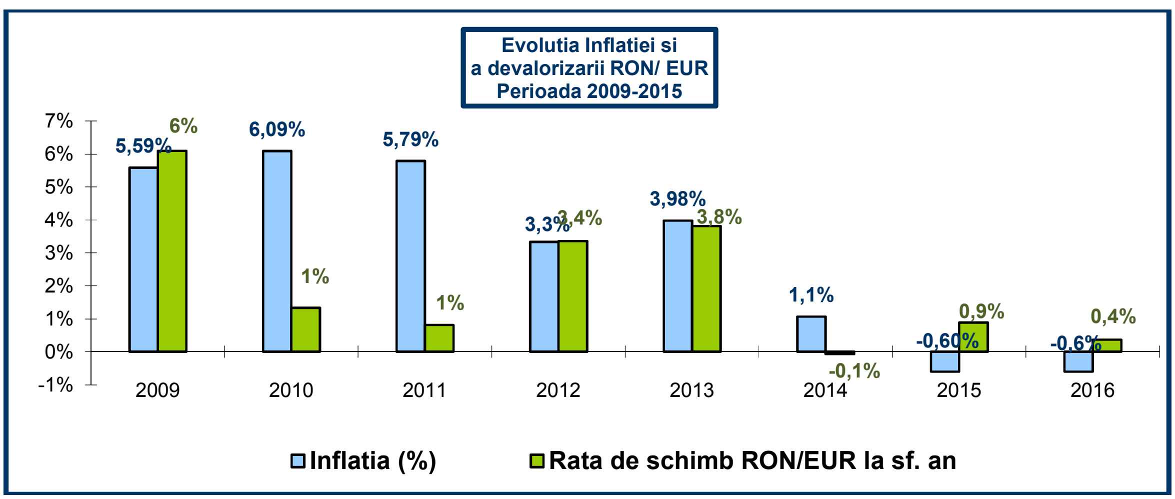
Company mergers and reorganisations

In 2016, the company did not undergo any mergers or reorganisations.

2. ECONOMIC & FINANCIAL ENVIRONMENT

Evolution of the macroeconomic indicators in Romania

The inflation rate underwent significant fluctuations, from 5.59% in 2009, to 1.07% in 2014 and to a negative rate of -0.6% in 2016. In the year 2016, the national currency depreciated in relation to EUR by 0.4%, from 4,5245 RON/EUR 31 December 2015 to 4,5411 RON/EUR 31 December 2016:



Source: National Institute of Statistics and NBR

ZENTIVA

Pharmaceutical industry

The Romanian pharmaceutical market has reached in 2016 the value of 2,922 million EUR (at producer's price level), decreasing with +12% versus 2015 (IMS data, December 2016).

3. COMPANY'S ACTIVITY IN THE YEAR 2016

The results obtained by Zentiva S.A. during the year 2016 are owed both to the Company's industrial performance and to an adequate commercial strategy.

In 2016, the achieved production volume was higher with 2.34 million commercial units than the 2015 production realized, respectively higher with 3.2%, due to increasing of the export activity.

The Company ended the year 2016 with a net profit of RON 73.026.646

The most important achievements of the year 2016 were the following:

- Successfully finalizing the transfer of other 16 products to be locally manufactured.
- Exporting represented 51% of total 2016 production plan (38.76 million commercial units) for European market (Germany, Czech Republic, Slovakia, Russia, etc.) while compared to the level of sales achieved in the year they represent 49% of total turnover (420.004 thousand RON turnover of which represents export sales 206 820 thousand RON.
- Investments in a total value of 12,987 thousand RON (equivalent of EUR 2,886 thousand) for new manufacturing equipment, upgrading the existing equipment.

3.1. Reporting base

As at the 31st of December 2016, Zentiva SA prepared financial statements in accordance with the Order of the Ministry of Finance no. 2844/2016 approving the accounting regulations in line with the International Financial Reporting Standards, applicable for trade companies whose securities are accepted for trading on a regulated market, with all the subsequent amendments and supplements in force.

a. Sales – Volumes and amounts

The net turnover amounts to RON 420,004,308 to 31st of December 2016 (2015: RON 396,824,592).

The average price per unit of goods sold (finished goods and goods for resale) increased to RON 5.04 in 2016 (RON 4.84 in 2015) due to product mix.

The sales of goods increased by 7,8%, from RON 358 million in 2015 to RON 386 million in 2016, the sales volume increased by 3.9% from 73.3 million units in 2015 to 76.2 million units in 2016.

	2016	2015
Sales of finished goods (million RON)	386	358
Sold quantity (million units)	76.2	73.3
Average sales price (RON / sold unit)	**5.06**	**4.88**

Source: Zentiva, Financial Statements Report, note 5

ZENTIVA

3. COMPANY'S ACTIVITY IN THE YEAR 2016 (continued)

The export activity increased in 2016 to 49.2% from total sales of goods, comparing to 48.5% in 2015 from 193 million RON in 2015 to 207 million Ron in 2016. The export sales were mainly achieved in Germany (RON 76 million), France (RON 39 million), Poland (RON 14.4 million), and also in Czech Republic, Slovakia, Russia (RON 77.6 million).

The percentage of OTC products within Zentiva SA (over-the-counter medicines) from the total sales represented 13% in 2016 versus 14% in the previous year.

The sales by types of products 2015 - 2016 are presented below:

Product type	2015	2016
Ethical	86%	87%
OTC	14%	13%

b. Operating expenses

	Million RON		Variation	
	Previous year	Current year	%	Million RON
Operating expenses, out of which:	**345.1**	**337.2**	**-2.3%**	**-7.8**
Raw materials, consumables and goods	183.4	167.2	-8.8%	-16.2
Personnel expenses	48.9	50.5	3.3%	1.6
Depreciation and provisions; adjustments for impairment losses	10.6	14.1	33%	3.5
Other operating expenses	102.2	105.4	3.1%	3.2
Turnover	**396.8**	**420.0**	**5.8%**	**23.2**

The expenses with raw materials, consumables and goods decreased by 8.8% in 2016 comparing to year 2015. The variation is mainly RON 97 million (2015: RON117 million) packaging materials RON 38.9 million (2015: RON 36.8 million) and trading goods of RON 8.6 million (2015: RON 10.9 million).

During 2016, the cost of raw materials decreased compared to the prior year due to the fact the Company started to acquire and use in its own production to a larger extent raw materials in large volumes, which led to a better negotiation of their purchase price as compared to prior years; this was possible taking into account the Company's current product portfolio which is different than that from prior years.

Zentiva's policy is to permanently look for suppliers of high quality raw materials. The Quality Assurance Department carries out sustained assessments of prospect manufacturers, and also of the existing ones. The envisaged aspects are both the quality documentation supplied by them, which is necessary for authorization purposes and the quality of the supplied products, along with their behavior during the operating process.

The personnel expenses increased by 3.3 % in 2016, respectively by million 1.6 RON; the number of employees counted 517 at the end of 2015 and 513 at the end of 2016. Increasing labor costs was influences by the annual indexation of wages employees according to company policy.

ZENTIVA

3. COMPANY'S ACTIVITY IN THE YEAR 2016 (continued)

The other operating expenses increased by 3.2 million RON comparing to year 2015 mainly due to expenses on repairs and marketing.

Repair services include: repair services related to the production equipment and repairs related to the auto vehicle fleet. During 2016, the Company has performed different repair and water insulation works for the raw material warehouse, rehabilitation of the head office sanitary installation as well as for the auto vehicle fleet, which has led to an increase of these costs as compared to 2015.

Marketing Services mainly refers to services to promote the products for which the company conducted advertising campaigns during 2016 to promote in particular the following products: Antinevralgic Forte and Sinus, Dicaborcal, Modafen and Ibalgin.

The R&D expenses, represented by activities related to products repatriated within the Group, which were incurred in the year 2016 amounted to million RON 7.68.

c. The Company's cash at bank at the end of 2016 amounted to million RON 127,9 while as of 31 December 2015 were RON 7.4 million consisting of : deposits- cash pooling – RON 121,3 million; advance for payment of dividends- RON 5,5 million and cash at banks and on hand – RON 1 million.

As of 31 December 2016, the cash pooling account has a debit balance of RON 127.9 million (2015: RON 1,3 million).

The amount of RON 5,505,969 included on the "Advance for payment of dividends" line relates to a transfer to the Central Depository for the dividend payment to the minority shareholders (2015: RON 5,207,310).

Starting with September 2013, the Company concluded a cash pooling agreement with Sanofi SA France (the parent entity). In accordance with the contractual terms, the interest rate applied is ROBOR + 15bp if the Company borrows and ROBOR - 5bp if it makes deposits, respectively. The interest received and paid for the cash-pooling transactions during the year amount to RON 288,927 and RON 5,863, respectively (2015: the interest received amounts to RON 245,009 and the interest paid amounts to RON 132,450 RON) and they are presented in Note 6.3 Financial expenses and Nota 6.4 Financial revenues, respectively.

3.2. The portfolio of products of Zentiva S.A. includes 130 products for human use, out of which 126 pharmaceutical products and 4 food supplements, as tablets, capsules, pellets and injectable solutions.

a.The distribution activity was ensured in 2016 by Sanofi Romania SRL, the exclusive distributor of the Sanofi Group on the Romanian market.

The local portfolio is merchandised on the local market (52%) and on external markets (48%), the percentages represent the part from total net sales value of local portfolio.

b. The firm belongs to Zentiva Group, which has production facilities in the Czech Republic, Romania and Turkey. Zentiva Group is part of Sanofi Group. The export activity of Zentiva SA in the European market is ensured by Sanofi Winthrop which is a subsidiary of Sanofi Group. Zentiva is also part of Sanofi Group.

For the year 2017, investments in tangible assets are envisaged, amounting to million EUR 3.8 related to upgrading of equipments and premises in production.

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3. COMPANY'S ACTIVITY IN THE YEAR 2016 (continued)

3.3. The policy of Zentiva S.A. involves the permanent search for suppliers of high quality raw materials. The Quality Assurance Department carries out sustained assessments of prospect manufacturers, and also of the existing ones. The envisaged aspects are both the quality documentation supplied by them, which is necessary for authorisation purposes and the quality of the supplied products, along with their behaviour during the operating process.

3.4. The major competitors of Zentiva SA on the local market

a. Zentiva S.A. is one of the main producers of medicines on the local market.

According to the statistical data supplied by IMS, the average price of the Zentiva products, upon the purchase thereof from pharmacies, is much lower than the price of other manufacturers, in 2016 its value amounting to RON 6.61 (2015: RON 6.49). Comparatively, the average price valid for the entire pharmaceutical market in Romania was RON 22.28 (2015: RON 23.66).

Other local manufacturers, well-established on the medicines market, are: Ranbaxy (Terapia) Cluj, Antibiotice Iasi, Labormed, Biofarm.

The main importers of pharmaceutical products are: Sanofi, Hoffmann la Roche, Novartis, Pfizer, Glaxo SmithKline.

3.5. Information about personnel

As at the 31 of December 2016, the number of employees working at Zentiva S.A. counted 513 (31st of December 2015: 517 employees).

The employees' rights and other labor relationships are regulated by the Collective Labor Agreement. For 49% of the employees, such rights are defended by the Zentiva S.A. Trade Union.

3.6. Information about Company's environmental policy

The following regulatory documents related to environmental protection were applicable in 2016:

- Environmental Permit no. 234/7th of May 2012, valid for 10 years.
- Wastewater Collection Agreement no. 1521/31 August 2012, valid for an undetermined period.
- Water management Authorization 83B /15.03.2016, valid up to 31.03.2018

The performance of the waste management process was maintained by applying solutions for waste elimination.

The environmental management system EN ISO 14001:2004 and management system for energy EN ISO 50001: 2011 are correctly maintained, as the surveillance audits of Lloyd's Register Romania proved.

3.7. Research and development activity

In relation to R&D activity, the budget for the year 2017 amounts to RON 7.76 million. The R&D expenses incurred in 2016 amounted to RON 7.68 million, consisting of activities pertaining to the transfer of certain products repatriated within the Group.

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ZENTIVA

3. COMPANY'S ACTIVITY IN THE YEAR 2016 (continued)

3.8. Investment activity

In 2016, the Company made investments amounting to EUR 2.8 million .The objectives of the investment program, which will be continued in 2017, are the preservation of the Good Manufacturing Practice Guidelines and the updating of technologies in line with the international quality and environmental standards, together with the extension of the portfolio of products and of new forms of packaging.

In 2016, the financing of the investments programs was made from own sources.

4. COMPANY'S TANGIBLE ASSETS

4.1. The operating activity of Zentiva S.A. is carried out at the address located in 50, Theodor Pallady Blvd., on the Dudesti industrial platform, in the South-Eastern side of Bucharest Municipality. The manufacturing outputs are represented by the "Tableta" and "Fiola" Divisions.

4.2. The methods of calculating the depreciation of fixed assets used by the Company are the following:

- the straight-line method for buildings, fixed assets purchased through financial lease and for fixed assets operative as at the 31st of December 1997;
- the accelerate method for fixed assets put in function as of the 01st of January 1998.

The operating life and method of depreciation are subject to periodic revision, so as to ensure compliance with the expectations pertaining to the economic benefits of such assets.

ZENTIVA

4. COMPANY'S TANGIBLE ASSETS (continued)

Gross Value and depreciation on 2016 comparing to year 2015 is the following.

PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Machinery, tools and equipment	Constructions in progress	Total
Gross Value at 1 January 2015	**11,421,897**	**48,057,191**	**133,170,242**	**10,631,975**	**203,281,305**
Additions	-	-	92,667	12,987,883	**13,080,550**
Disposals	-	(481,216)	(1,192,447)	-	**(1,673,663)**
Transfers from CIP	-	-	15,721,175	(15,721,175)	**-**
Gross value at 31December 2015	**11,421,897**	**47,575,975**	**147,791,637**	**7,898,683**	**214,688,192**
Depreciation and impairment at 1 January 2015	**(991,003)**	**(278,794)**	**(104,780,790)**	**(1,051,649)**	**(107,102,236)**
Charge for the year	-	(2,217,115)	(8,324,556)	-	**(10,541,671)**
Disposals	-	425,850	1,185,168	-	**1,611,018**
Depreciation and impairment at 31 December 2015	**(991,003)**	**(2,070,059)**	**(111,920,178)**	**(1,051,649)**	**(116,032,889)**
Net book value 31 December 2015	**10,430,894**	**45,505,916**	**35,871,459**	**6,847,034**	**98,655,303**
Gross Value at 1 January 2016	**11,421,897**	**47,575,975**	**147,791,637**	**7,898,683**	**214,688,192**
Additions	-	-	-	11.480.257	**11.480.257**
Disposals	-	-	(310.700)	-	**(310.700)**
Transfers from CIP	-	-	6,970.558	(6.970.558)	**-**
Gross value at 31December 2016	**11,421,897**	**47,575,975**	**154.451.495**	**12.408.382**	**225,857,749**
Depreciation and impairment at 1 January 2016	**(991,003)**	**(2.070.059)**	**(111.920.178)**	**(1,051,649)**	**(116.032.889)**
Charge for the year	-	(1,811,242)	(12,123.677)	-	**(13,934.919)**
Disposals	-	-	272,707	-	**272.707**
Depreciation and impairment at 31 December 2016	**(991,003)**	**(3,881,301)**	**(123,771,148)**	**(1,051,649)**	**(129.695.101)**
Net book value 31 December 2016	**10,430,894**	**43,694,674**	**30,680.346**	**11.356.734**	**96,162,648**

4.3. As at the 31st of December 2016, the Company was involved in the following litigations in relation to ownership rights connected with tangible assets:

- Litigation with an individual for a plot of land located in Voluntari Commune with a surface of 25,000 sq. m. and net book value of RON 991,003. This land is fully impaired since 31 December 2016 The

Company's management deems this litigation unlikely to generate any material impact on the Company's operations and financial standing.

The fixed assets of the Company are not pledged in favor of banks or of a financial institution.

ZENTIVA

5. COMPANY'S MANAGEMENT

5.1. Board of Directors

As at the 31st of December 2016, the Board of Directors had the following composition:

Emmanuelle Fouchs Valentin
Chairman of the Board – Starting January 2016

Born in 1967 she graduated IESEG School of Management in 1990, IMD Business School in 2005 and ESSEC Business School in 2013.

Starting 1996 she held several positions within Sanofi group, the last ones being: VP Operational Excellence Europe, respectively Country Chair Romania & Moldova.

Simona Cocos
Member of the Board – Starting April 2010

Born in 1967 she graduated Faculty of Chemistry in 1992. In 2006 she has obtained a Professional Diploma in Management at Open University (UK)/Codecs Romania and in 2008 an MBA certificate in Business/Economics at Open University (UK).

Starting 1995 she held several positions within Sanofi affiliate, the last ones being: Marketing Manager, respectively Marketing Director.

Margareta Tanase
Member of the Board – Starting April 2010

Born in 1960 she graduated University of Chemical Technology – Polytechnic Institute Bucharest in 1989.

Starting 2000 she held several positions within Sicomed/Zentiva, the last ones being: Regulatory Affairs Manager, respectively Regulatory Affairs and Medical Director.

Christophe Courcelle
Member of the Board – Starting February 2016.

Born in 1973 he graduated NEOMA Business School in 1999 and an MBA exchange program in Santa Clara University (USA).

Starting 2002 he held several positions within Sanofi group, the last ones being: Controlling Director Europe and Finance Director Sanofi Columbia respectively Sanofi Romania.

On December 31, 2016 there was a vacancy within the Board of Directors due to the fact Gabriel Ioan Prada's director mandate termination on December 16, 2016.

Company does not have knowledge of any member of the Board of Directors holding shares issued by the Company during the relevant financial year.

The Board of Director members are appointed by the Ordinary General Shareholders Meeting based on shareholders' votes and in compliance with the statutory requirements relating to quorum and majority. Therefore, there are no specific agreements, understandings or family relations to be disclosed herein.

5. COMPANY'S MANAGEMENT (continued)

5.2. Senior management

Senior Management Members as at the 31st of December 2016:

Simona Cocos - General Manager:
She is in the General Manager position starting October 2009.
She is reporting to the Board of Directors and is responsible with the Company management.

Margareta Tanase - Industrial Affairs Director
She is in the Industrial Affairs Director position starting May 2008.
She is responsible with the management of the Company's Industrial Affairs and its corresponding departments.

Company does not have knowledge of any member of the executive senior management holding shares issued by the Company during the relevant financial year.

Company does not have knowledge specific agreements, understandings or family relations to be disclosed herein.

5.3. Based on the information made available to the Company, we mention that Mr. Gabriel Ioan Prada was subject to an investigation started be the National Integrity Agency in relation to his incompatibility due to his director mandate and his Medical Director position held in Ana Aslan Gerontology and Geriatric National Institute. The report issued by the National Integrity Agency stating his incompatibility is subject of court proceedings currently in progress.

Furthermore, to the best of the Company's knowledge and belief, there are no litigations or administrative proceedings involving the others members of the Board of Directors or of the senior management, related to their activity within the Company or their capacity to perform their attributions.

6. FINANCIAL STANDING

The comparative situation of the main indicators taken from the balance sheet and from the income statement for the last three years is the following:

BALANCE SHEET (RON)	31.12.2015	31.12.2016
Total tangible assets	98,655,303	96,162,648
Total inventories	50,076,172	42.093.203
Total receivables	230,055,524	173.143.655
Petty cash and cash at banks	7,372,756	127,910,418
Total assets less current liabilities	284.713.497	317,273,170
Total shareholders' equity	272,758,528	305,801,651

Income statement (RON)	2015	2016
Net turnover	396,824,593	420,004,308
Operating expenses - Total	345,178,976	337,170,206
Operating profit / (loss)	61,153,867	89,946,312
Net profit / (loss)	46,204,961	73,026,646
Dividends declared for 2014 and paid in 2015; declared for 2015 and paid in 2016	40,000,000	-

ZENTIVA

7. COMPANY'S EXPOSURE TO RISKS

Price risk: Ethical products from local portfolio which are sold on local market based on prescriptions and which price is regulated by the Ministry of Health represent 39.7% from the total value of sales of goods; the price of over-the-counter products is established by supply and demand.

No potential risks were identified that are likely to affect the Company's liquidity. The Company's cash at bank at the end of 2016 amounted to million RON 127.9

The Company did not purchase own stocks.

The Company did not issue any bonds or other debt securities.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise the following types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and trade payables.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates, The Company's exposure to the risk of changes in market interest rates is not significant, as the Company does not have loans as sources of finance.

As of 31 December 2016, the Company does not have short-term loans granted to the parent entity; in September 2013, the Company concluded a cash pooling agreement with the parent entity at a floating interest rate, as presented in note 11, 14 in the statutory financial statements. The Company's exposure to the interest rate risk changes on the market is not significant.

Interest rate sensitivity

Considering that the Company has only loans receivables, short term, the exposure to interest rate fluctuation would not generate a significant impact.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's presentation currency).

The Company has transactions in a currency other than its functional currency (RON).

The risk exposure to other currencies (mainly EUR and USD) is not though very significant and therefore the Company does not hedge this risk through derivative instruments.

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ZENTIVA

7. COMPANY'S EXPOSURE TO RISKS (continued)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is rather not exposed to credit risk from its operating activities, as most of its trade receivables are from related parties; the exposure to credit risk from its financing activities, including deposits with banks is not significant, as such deposits are usually overnight, or under 3 months.

Trade receivables

Customer credit risk is managed by the Company subject to its established policy; however the Company considers that the credit risk on trade receivables is low (mainly intercompany receivables).

Outstanding customer receivables are monitored and any shipments to major customers are analyzed.

The requirement for an impairment is analyzed at each reporting date on intervals to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 13. The Company evaluates the concentration of risk with respect to trade receivables as low.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy, The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 December 2016 is the carrying amounts as illustrated in Note 14 of the statutory financial statements.

Liquidity risk

The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool.

The Company does not have long term financing (neither trade, nor finance liabilities).

All of the company's debt will mature in less than one year.

Capital management

Capital includes equity attributable to the equity holders. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios to support its business and maximize the shareholder's value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2016 and 2015.

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8. OBJECTIVES FOR THE YEAR 2017

For 2017, our objective is to maintain our leadership in the healthcare field, focusing on identifying growth opportunities and on diversifying our business at the highest quality standards; in order to ensure an efficient and profitable organization while remaining fully committed to delivering the best possible service to our customers and upholding our commitments towards Romanian patients' needs.
Our key priorities for 2017 are:
- To maintain the profitability of the local producer, considering an increase of costs for utilities, constant increase of costs for materials (raw materials, excipients, packaging materials), etc.
- To enhance the production capacity, by implementing the investment plan for 2017;
- To diversify and enhance Zentiva's presence on various markets through exports and transfer of new products that should be produced locally;
- To maintain the sales of products on the local market;
- To strengthen our product portfolio through new launches.

9. INTERNAL CONTROL

The internal control system is implemented by the Group and is designed to provide reasonable assurance regarding the achievement of objectives, in the following categories:

- Effectiveness and efficiency of operations,
- Reliability of financial and management information/reporting,
- Compliance with applicable laws and regulations.

Basic objectives of internal control are authorization (all transactions are authorized), recording (all transactions are recorded), access (allow access to assets and data only for authorized purposes), asset accountability (ensure that accounting records describe only real assets), safeguarding of assets and prevention of fraud.

Some elements of the Internal Control system are key to ensure the system is effective and efficient. They include:

Code of Ethics and adherence to laws	**The pharmaceutical industry is also subject to regulatory constraints at both national and international levels. The company applies internal policies and standards derived from these external requirements in order to ensure compliance with laws and regulations.**
Well defined system of policies and procedures	Well written policies and procedures increase organizational accountability and transparency and become fundamental to quality assurance and quality improvement programs.
Delegations of authority and powers	Operations are correctly managed when powers, delegations and limits are clearly defined, justified, known by all.
Segregation of duties	Segregation of duties helps ensuring that errors, irregularities or acts of fraud are prevented or detected early enough. Segregation of duties means that no single individual should have control over two or more key phases of a transaction or process. Effective segregation is achieved by: • Assigning responsibilities in a manner consistent with the organization • Cross-checking and/or close supervision of sensitive tasks • Implementing mitigation / compensating controls when conflicts exist
Fraud prevention and detection	Fraud prevention is one of the priorities of internal control
Training	All employees must have the relevant competencies to perform their role as well as understand the policies and procedures applicable to their responsibility. Trainings are developed in a way that also promotes the awareness of all employees on internal control.

ZENTIVA

10. ANNUAL REPORT ON CORPORATE GOVERNANCE

The company Zentiva SA is a one-tier company managed by the General Manager under the supervision of the Board of Directors.

The main aspects concerning corporate governance are included within certain documents/policies issued both at local and at Group level. They ensure the internal framework necessary for defining the corporate governance structures, the activity principles and rules, the responsibilities and competencies of the Board of Directors and of the Company's senior management.

The Company displayed on its website information pertaining to its corporate governance structures, as well as the list of the BoD members, indicating the independent and/or the non-executive members, various reports and documents stipulated in the Governance Code – such as the Corporate Governance Regulation, Shareholder rights and procedural rules related to GAM, the updated Articles of Incorporation.

General Shareholders Assembly

Main rules and procedures related to the General Shareholders Assembly are mentioned within the document called Shareholders' rights and procedural rules related to General Shareholders Assembly, published on the company website.

The General Shareholders Assembly is the supreme managing body of the Company having a general capacity to decide in respect to its activity and its economic, trade and development policy.

The Shareholders General Assemblies can be Ordinary and Extraordinary. The resolutions of the Shareholders General Assembly are adopted according to the law and the provisions of this Constitutive Act and they are mandatory for all the shareholders.

Convening of the General Assemblies

The General Shareholders Assemblies shall be convened by the Board of Directors, pursuant to the decision thereof and in observance of the law on date which may not, as per the law requirements, be within less than 30 (thirty) days after publishing the convening notice in the Official Gazette of Romania, part IV. Additionally, the Board of Directors has the obligation to convene the General Meeting of Shareholders upon the request of shareholders representing at least 10% of the share capital, upon the request of financial auditors or if, further to the occurrence of loss, the value of the net assets determined as the balance between the total assets and the total liabilities of the Company is less than half of the Company's share capital.

The General Shareholders Assemblies shall be called as provided under and in observance of the publicity conditions provided by NSC regulations and by Law 31/1990.

The General Shareholders Assemblies will be chaired by the Chairman of the Meeting, who will be the Chairman of the Board of Directors or, in his absence, another member in the Board of Directors appointed by the latter. The Chairman of the Meeting will appoint a meeting secretary among the present shareholders and one or more technical secretaries.

The meeting secretary will make up a minutes mentioning the issues debated and the decisions made, a resume of the debates, and following the shareholders' request, their statements made during the meeting. The minutes will be signed by the Chairman of the Meeting and by the meeting secretary.

10. ANNUAL REPORT ON CORPORATE GOVERNANCE (continued)

Rules and procedures related to the participation to the General Shareholders Assemblies

The shareholders registered at the reference date may attend and vote within the general meeting in person or may be represented by persons other than shareholders, save for the directors, based on special power of attorney.

The general or special power of attorney will be drafted in three original copies, one for the Company, the second copy will be handed over to the representative, the third copy remaining with the shareholder. Upon filing in and signing it, the copy of the special power of attorney intended for the Company, accompanied by a copy of the I.D. or of the registration certificate of the represented shareholder, will be submitted, in original, at the Company's seat not later than 48 hours before the meeting, under the sanction of losing the voting right within the meeting. The power of attorney may also be delivered in electronic format, via e-mail at the e-mail address mentioned in the convening, accompanied by a copy of the I.D. or of registration certificate of the represented shareholder, provided that the original is sent to the Company 48 hours before the meeting, the latest.

The powers-of-attorney shall be kept by the Company, which fact will be mentioned in the minutes.

The access of Individual Shareholders at the General Assembly is made based on the presentation of an ID and in the case of Corporate Shareholders and Representatives Individual Shareholders, the access is made based on special procurement and the ID of the representative.

The shareholders registered at the reference date in the shareholders' register may vote by correspondence before the date of the general meeting, by using the form for vote by correspondence. The form for vote by correspondence with signature notarization by a notary public together with a copy of the I.D. or registration certificate of the shareholder, will be delivered to the Company, in original, at its seat not later than 48 hours before the meeting, under the sanction of losing the voting right within the meeting.

The special power of attorney form, the form for vote by correspondence, the draft decision, as well as the information materials subject to approval on the Meeting's agenda, may be obtained both at the Company's seat, and from the Company's website, starting 30 days before the meeting.

One or more shareholders, holding individually or jointly at least 5% of the share capital, are entitled to enter new items on the agenda of the general meeting of shareholders, provided that each point is accompanied by a justification or by a draft decision proposed for approval by the general meeting, which will be delivered in written form at the Company's seat not later than 15 days before the meeting.

In case on the meeting agenda is the election of Board members, the applications for the position of members in the Company's Board of Directors may be submitted, according to Article 117^1 of Law no. 31/1990, republished, as subsequently amended and supplemented, at the Company's seat by the date mentioned in the convening, at the latest. A CV will be included for each nominated applicant, CV indicating at least the applicant's name, residence and professional qualification.

The list containing information in relation to the name, residence and professional qualification of the persons nominated for the position of director, may be consulted and supplemented by the shareholders under the aforesaid conditions.

All documents sent to the Company with respect to the general meeting of shareholders will be delivered in a closed envelope, with the following note written thereon: "For the General Meeting of Shareholders", mentioning the date/time and the type (Ordinary or Extraordinary) of the meeting.

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10. ANNUAL REPORT ON CORPORATE GOVERNANCE (continued)

The meeting will start at the time mentioned in the convening. The access of the shareholders will be done starting 30 minutes before the meeting start time.

Shareholders questions

The Company's shareholders may address written questions concerning the items on the agenda of the general meeting of shareholders and submit such questions at the Company's seat together with copies of the identification documents allowing for the identification of the shareholder (copy of I.D. in the case of shareholders – individuals and registration certificate accompanied by the official document attesting its capacity as legal representative of the shareholder, in the case of shareholders – legal entities), as well as the bank statement reflecting the capacity of shareholder and the number of shares held, by the date mentioned in the convening, at the latest.

The disclosure of commercially sensitive information that could result in a loss or competitive disadvantage for the Company will be avoided when providing the answers, in order to protect the interests of the Company and its shareholders.

The answers will be available on the Company's website in the FAQ section, in Q&A form. The Company may issue a general reply for questions having the same content.

The Shareholders General Assemblies main attributions

The Ordinary General Assembly will meet at least once a year, within at most 4 months after the end of the financial year for the following purposes:
a) Debates, approves or modify the yearly financial statements approved by the Board of Directors, based on the Directors and Auditors reports and establishes the value of the dividends and the deadline for their distribution,
b) Identification of the shareholders eligible to receive dividends,
c) Electing and revoking the directors, establishing their remuneration and the minimal value of the amount insured by the professional civil liability insurance, as well as the general limits for the remuneration of directors and managers, subject to the delegation of prerogatives for managing the Company;
d) Appointment of the financial auditor as well the authorised person to sign on behalf of the Company of the contract with the auditor;
e) Approval of the directors report of activity;
f) Approval and amendment of the business plan, the annual budget and the activity schedule of the Company, proposed for approval by the Directors.
g) Setting up or de-allocation of the Company's subsidiaries, representative offices, agencies, or any other secondary establishments of the Company as well as the incorporation of the Company's branches;
h) Any other issue pertaining to its decisional competence.

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10. ANNUAL REPORT ON CORPORATE GOVERNANCE (continued)

The Extraordinary General Assembly shall be convened whenever necessary to take a decision related to:
a. The change of the share capital
b. The change of the line of business of the company
c. The change of the organization form of the company
d. The relocation of the registered headquarters of the company
e. Merger with other companies or the spin-off of the Company
f. The anticipated dissolution of the company
g. Issue of bonds
h. The undertaking of long or short term loans whose value exceeds half of the accounting value of the company assets as at the date of the execution of the relevant legal document;
i. Approves all of the legal instruments in connection with acquisitions, sales, exchange or pledging some of the immovable assets of the Company, whose value exceeds 20% of the value of the total immovable assets of the Company, considered individually, for each legal instrument, or cumulatively, during a financial year, minus the value of the receivables at the date of the execution of the relevant legal instrument;
j. Approves the leases of fixed assets of the Company for a period longer than 1 year, whose value exceeds 20% of the value of the total immovable assets of the Company, considered individually or cumulatively in relation to the same contracting party or to involved persons or to persons coordinating their actions, minus the receivables at the date of the execution of the relevant legal instrument.
k. Approves the association agreements for a period longer than 1 year, whose value exceeds 20% of the value of the total immovable assets of the Company, considered individually or cumulatively in relation to the same contracting party or to involved persons or to persons coordinating their actions, minus the receivables at the date of the execution of the relevant legal instrument.
l. Approves any amendment to the Company's Constitutive Deed. In this case, prior to call for the General Extraordinary Meeting of Shareholders to amend the Constitutive Deed, the draft of the proposed amendments to the Constitutive Deed shall be sent to FSA and to securities market where the Company's shares are traded
m. Pass any other resolution that needs the approval of the General Extraordinary Meeting of Shareholders in order to be enforced.

<u>The resolutions of the General Meeting of Shareholders</u>

The resolutions of the General Meeting of Shareholders are usually adopted by open vote.

Upon the proposal of the President of the General Meeting or of a group of attending shareholders (present whether personally or represented) holding at least ¼ of the registered share capital, secret voting may be decided upon.

The secret voting is mandatory for the election and revocation of the members of the Board of Directors and of the financial auditor and for taking the decisions related to the activity and liability of the Directors.

The decisions of the Ordinary General Meeting are validly passed under the following conditions:
- at the first convening: the shareholders representing at least ½ of the Company's share capital need to be present and the decisions need to be made based on the favorable vote of the shareholders holding the absolute majority of the share capital present or represented in the meeting;
- upon the second convening: decisions can be made regardless of the share in the capital present/represented in the meeting, based on the favorable vote of the majority of the share capital present or represented in the meeting.

10. ANNUAL REPORT ON CORPORATE GOVERNANCE (continued)

The decisions of the Extraordinary General Meeting of the Shareholders in the Company are validly made under the following conditions:
- at the first convening: shareholders representing at least ¾ of the share capital need to be present in the meeting, and decisions need to be made based on the favorable vote of the shareholders holding at least ½ of the share capital, except for the case provided under Article 8.1.5. above;
- at the second convening: shareholders representing at least ½ of the share capital need to be present and decisions need to be made based on the favorable vote of shareholders holding at least 1/3 of the share capital, which, in the case of the decisions for the amendment of the company's main object of activity, for the decrease or increase of the share capital, for the change of the legal form, for merger, spin-off or dissolution of the Company, cannot be less than two thirds of the voting rights held by the shareholders present or represented in the Meeting.

The resolutions of the General Meetings of Shareholders adopted within the limits of the law and of the Constitutive Act, are mandatory even for the non-attending shareholders or those shareholders voting against them.

Board of Directors

The Board of Directors will hold a meeting at least once in three months or whenever necessary, at the Company headquarters or at another place provided in the convening notice.

The meetings will be held by means of the directors' physical presence at the place of the meeting, or by distance communication means (phone, teleconference, videoconference, telefax).

The Board of Directors will be convened by the Chairman, of his own accord or upon the grounded request of at least two directors or of the General Manager, by any communication means likely to prove the reception of the convening notice by the addressee: phone call followed by the written confirmation of the addressee, certified mail with confirmation of receipt, e-mail.

If all the members of the Board of Directors are present and agree to hold the meeting of the board and to pass decisions, the convening formalities are no longer needed.

The meetings of the Board of Directors are chaired by the Chairman of the Board and, in his absence, by a member of the Board of Directors appointed by him. The chairman appoints a secretary either among the members of the board or outside the board.

The Board of Directors can deliberate validly in the presence of at least three members and can pass decisions with a majority of at least half plus one of the present members. In case of a tie, the chairman of the Board of Directors will have the casting vote, except if he is also a manager of the Company.

The minutes shall be signed by the Chairman of the meeting, by at least one other director and by the meeting secretary and, upon request, by the other members in the Board of Directors who have participated in the debates.

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10. ANNUAL REPORT ON CORPORATE GOVERNANCE (continued)

The attributions of the Board of Directors

The Board of Directors has the following main prerogatives:
a. Prepare and update the Company's registers according to the law provisions;
b. Hire and dismiss the Company managers, to establish their rights and obligations;
c. Appoint the Chairman of the Board;
d. Contracts the Independent Registry which keeps the record of the Company's shares;
e. Approve the accounting as costs of the unrecoverable debts amounting to up to 0.5% of the turnover;
f. Approve the write-off of the fixed assets;
g. Approve the calculation system of the fixed assets as required by law,
h. Approve the research and development program and allocates the necessary financial resources;
i. Approve the annual investment plan of the Company;
j. Annually, within 4 months from the end of the financial (accounting) year, submits for approval of the Shareholders' General Meeting the Company activity report, the Company annual financial for the previous year in accordance with the regulations of the Ministry of Finance and FSA as well the draft of the Company's activity programme and the budget project for the current year;
k. Perform the resolutions of the General Meeting of Shareholders Approve the acquisitions, transfers, exchanges or pledges of some assets from the immovable assets of the Company, subject to observance of the exclusive attribution of the General Meeting of Shareholders in this respect.
l. Other prerogatives established by the law in its competency.

The Directors are compelled to immediately report to BSE/FSA, any legal act entered into by the Company and its Directors, employees, shareholders which controls the Company, or entered by the Company and the involved persons with the aforementioned, whose value represents at least the RON equivalent of 50.000 EUR.

Under the supervision of the Board of Directors, it will be provided all the necessary facilities and information in order to allow the shareholders to exercise the right granted by their shares.

In this respect the Board of Directors has the obligation to;
- inform the shareholders in connection to the call of the General Meeting of Shareholders, abiding to the provisions of this Constitutive Deed;
- inform the public about the allocation and payment of the dividends, issuance of new shares, including the distribution, subscription, conversion operation;
- appoint as payment agent of the Company a financial institution through which the shareholders will be able to exercise their financial rights, except the situation when the Company could provide for this services by itself.

The members of the Company's Board of Directors have four year mandates, in compliance with the legal regulations in force. During 2016, the structure of the Company's Board of Directors included 1 independent director out of a total of 5 directors. The independent member's mandate has terminated on December 16, 2016. The appointed structure of the Board of Directors allows an efficient coordination of the executive management along all the activity paths – general, financial, production management and business coordination.

In 2016, the Board of Directors gathered in 7 meetings, in the presence of 3-4 of its members – and passed decisions which allowed it to efficiently fulfil its duties. Thus, on occasion of its meetings, the Board of Directors thoroughly analysed the financial results obtained during the reporting period and the year-to-date results, as well as the economic performance taking into account the budget and the similar period of the previous year. Depending on the situation, the Board requested detailed explanations from the senior management with regard to the plans for increased production efficiency, investment plans, established provisions, write-off of expired inventories, liquidity management, operating and general profitability. Further to the thorough analysis of the results associated with such period, the Board decided on the approval thereof for publication and submission to BVB.

10. ANNUAL REPORT ON CORPORATE GOVERNANCE (continued)

Concerning the directors' remuneration policy, the directors holding positions within the Group had free mandates, only the independent director receiving remuneration for his mandate, based on the propositions made by the Board of Directors and approved/validated by the Company's shareholders at the General Meetings.

The remuneration of the independent member includes a fixed monthly component, without other fixed or variable elements or components. The application of these principles did not require the establishment of a Remuneration Committee, the duties pertaining to the proposition of remuneration being fulfilled by the Board of Directors.

The Company will analyse the appropriateness of establishing certain advisory boards/committees for the examination of the important matters brought forward by corporate governance and for supporting the Board of Directors' activity. In this regard, the Board of Directors plans to establish an Audit Committee within 2017.

Executive Management – General Manager

The Board of Directors entrusted the management of the Company to one Executive Manager, as such are defined under Article 143 of Law 31/1990, called General Manager of the Company.

The Company will be represented and validly bound in relations with third parties by the Board of Directors, through the Chairman thereof or/and by the General Manager.

The General Manager benefits from a general mandate for representing the Company before third parties.

The General Manager expressly delegated part of her prerogatives to technical managers, empowered to represent the Company based on special mandates in line with the internal policies applicable within the Company.

The General Manager operationally reports to the Board of Directors.

Shareholders' rights

In a special, easily identifiable and accessible section of its own website, the Company displayed current reports, releases, its financial calendar, as well as its annual, biannual and quarterly reports. Additionally, the Company's relationship with its investors is achieved through a dedicated internal resource to the investor's relation and intended for the briefing of shareholders depending on the questions asked in writing or over the phone.

The Company has permanently undertaken the obligation to comply with the rights of the holders of financial instruments issued by it and to ensure the fair treatment of its shareholders. The Company makes efforts to achieve an active and efficient communication with its shareholders and to facilitate the participation thereof at the General Shareholders' Meetings (GSMs), and the full exercising of their rights. The shareholders' participation at the GSM works is entirely encouraged, the shareholders who are not able to attend being provided with the possibility to exercise their voting right in absentia, based on a special power of attorney. Within GSMs, dialogue is encouraged between the shareholders and the members of the Board of Directors and/or of the management.

ZENTIVA

10. ANNUAL REPORT ON CORPORATE GOVERNANCE (continued)

The Company applied rules with regard to the internal circuit and to the disclosure to third parties of documents and information regarding the issuer, granting special importance to the information capable of influencing the evolution of the market price of securities issued by it. The Company adopted procedures for the purpose of ensuring procedural correctness (identification criteria of transactions with significant impact, transparency, objectiveness, non-competition criteria etc.) with the view to identifying transactions with concerned parties. In 2016 the Company reported a number of 6 transactions with concerned parties (addendums amending current transactions concluded with affiliated parties).

The Shareholders participates at the Company result based in their equity participation.

Social and Environmental Responsibility

The Company has constant concerns with regard to Social and Environmental Responsibility, including multiple components, among which a major position is occupied by the briefing and education of the public and of patients. The Company participated and got continuously involved in programmes and campaigns whose emphasis was placed on the vital importance of being aware of the risk factors and of regularly undergoing medical investigations. Thus, Zentiva developed campaigns and programmes designed for cardiovascular, hypertension and osteoporosis prevention, directly addressing patients through free tests and interpretation of results by specialised medical staff.

At the same time, the Company granted special importance to other components of the Social and Environmental Responsibility, such as pharmacovigilance, ethical conduct in performing the activity and in the relationships with professionals and organisations from the medical field, social dialogue and social welfare of employees, protection at work, acknowledgment of the diversity of values and opinions, fair professional assessment and career development, concern for industrial risk control, soil and natural resource protection, environmental and biodiversity protection. Additionally, the Company grants special importance to the transparency obligations, being fully committed to comply with applicable legal provisions and disclose the interactions with the healthcare professionals and healthcare organizations.

Corporate Governance Code

The Company first adhered to the Corporate Governance Code issued by the Bucharest Stock Exchange in 2010. In 2015, the Company continued to apply the principles of corporate governance provided by the new Corporate Governance Code published by the Bucharest Stock Exchange on September 22, 2015. In this regard, the Company released on January 4, 2016 a current report covering the Code recommendations the Company did not adhere on December 31, 2015, briefly explaining the deviations.

The Company has taken and will continue to take the professional, legal and administrative steps necessary for ensuring compliance with the provisions of the Code.

More details about the compliance with the principles and recommendations stipulated under the Corporate Governance Code issued by the Bucharest Stock Exchange are presented in the corporate governance statement, which is a part of this annual report.

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ZENTIVA

10. ANNUAL REPORT ON CORPORATE GOVERNANCE (continued)

Code provisions	Complies	Does not comply or partially complies	If NO, then EXPLAIN
Section A - Responsibilities			
A1 All companies should have internal regulation of the Board which includes terms of reference/responsibilities for Board and key management functions of the company, applying, among others, the General Principles of Section A.		X	The main aspects in relation to the Board of Directors functioning /attributions are identified within the Company Constitutive Deed published on the Company website in the dedicated Investor Relations section.
A2 Provisions for the management of conflict of interest should be included in Board regulation. In any event, members of the Board should notify the Board of any conflicts of interest which have arisen or may arise, and should refrain from taking part in the discussion (including by not being present where this does not render the meeting non-quorate) and from voting on the adoption of a resolution on the issue which gives rise to such conflict of interest.		X	The main aspects in relation to the conflict of interest's situations are identified and solved according to the current applicable local/group procedures (i.e. Conflict of Interest Policy, Code of Ethics). However the management of the conflict of interest process is overseen by the Compliance Officer function.
A3 The Board of Directors or the Supervisory Board should have at least five members.	X		
A4 The majority of the members of the Board of Directors should be non-executive. At least one member of the Board of Directors or Supervisory Board should be independent, in the case of Standard Tier companies. Not less than two non-executive members of the Board of Directors or Supervisory Board should be independent, in the case of Premium Tier Companies. Each member of the Board of Directors or Supervisory Board, as the case may be, should submit a declaration that he/she is independent at the moment of his/her nomination for election or re-election as well as when any change in his/her status arises, by demonstrating the ground on which he/she is considered independent in character and judgmental practice	X		The term of the independent non-executive director ended 16 December 2016. As a result, the position of independent non-executive director was available as at 31 December 2016. The structure of the Board of Directors will continue to include one independent non-executive director; therefore the new director appointed will be an independent non-executive one.
A5 A Board member's other relatively permanent professional commitments and engagements, including executive and non-executive Board positions in companies and not-for-profit institutions, should be disclosed to shareholders and to potential investors before appointment and during his/her mandate.	X		
A6 Any member of the Board should submit to the Board, information on any relationship with a shareholder who holds directly or indirectly, shares representing more than 5% of all voting rights. This obligation concerns any kind of relationship which may affect the position of the member on issues decided by the Board.	X		
A7 The company should appoint a Board secretary responsible for supporting the work of the Board.	X		

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Code provisions	Complies	Does not comply or partially complies	If NO, then EXPLAIN
A8 The corporate governance statement should inform on whether an evaluation of the Board has taken place under the leadership of the chairman or the nomination committee and, if it has, summarize key action points and changes resulting from it. The company should have a policy/guidance regarding the evaluation of the Board containing the purpose, criteria and frequency of the evaluation process.		X	Most of the members of the Board of Directors are currently occupying various management positions within the group proving solid skills and capabilities in their areas. Their performance is regularly assessed as per the internal rules/policies.
A9 The corporate governance statement should contain information on the number of meetings of the Board and the committees during the past year, attendance by directors (in person and in absentia) and a report of the Board and committees on their activities.	X		
A10 The corporate governance statement should contain information on the precise number of the independent members of the Board of Directors or of the Supervisory Board.	X		
A11 The Board of Premium Tier companies should set up a nomination committee formed of non-executives, which will lead the process for Board appointments and make recommendations to the Board. The majority of the members of the nomination committee should be independent.		X	The company is in the standard category.
Section B – Risk Management and Internal Control System			
B1 The Board should set up an audit committee, and at least one member should be an independent non-executive. The majority of members, including the chairman, should have proven an adequate qualification relevant to the functions and responsibilities of the committee. At least one member of the audit committee should have proven and adequate auditing or accounting experience. In the case of Premium Tier companies, the audit committee should be composed of at least three members and the majority of the audit committee should be independent.		X	The effectiveness of the internal control system covering also financial reporting is provided by the local internal control function fully managing the internal control structure. Although the effectiveness of the internal control system is provided by the local internal control function, the Board of Directors takes into account setting up an Audit Committee in 2017.
B2 The audit committee should be chaired by an independent non-executive member.		X	As part of the procedure for the setting up of an Audit Committee in 2017, the Board of Directors will take into account the appointment of the independent non-executive director as Chairman of the Audit Committee.
B3 Among its responsibilities, the audit committee should undertake an annual assessment of the system of internal control.		X	Annual assessment of internal control system is performed by dedicated country and group level internal control functions.
B4 The assessment should consider the effectiveness and scope of the internal audit function, the adequacy of risk management and		X	All areas mentioned in the description of the recommendation are covered by the annual

ZENTIVA

Code provisions	Complies	Does not comply or partially complies	If NO, then EXPLAIN
internal control reports to the audit committee of the Board, management's responsiveness and effectiveness in dealing with identified internal control failings or weaknesses and their submission of relevant reports to the Board.			assessment performed by dedicated country and group level internal control functions. However, as a rule, the Board members are informed on the outcome of the annual assessment.
B5 The audit committee should review conflicts of interests in transactions of the company and its subsidiaries with related parties.		X	The evaluation of conflicts of interest in transactions between the Company and the related parties is taken into account within the related internal documentation.
B6 The audit committee should evaluate the efficiency of the internal control system and risk management system.		X	The efficiency of the internal control and risk management systems is covered by the annual assessment performed by the dedicated internal control country level function jointly with the group level internal control function.
B7 The audit committee should monitor the application of statutory and generally accepted standards of internal auditing. The audit committee should receive and evaluate the reports of the internal audit team.		X	Application of statutory and generally accepted standards of internal auditing is monitored jointly by the dedicated country level internal control function and group level internal audit function. In addition, in order to monitor the application of the legal standards and of generally-accepted standards on internal auditing, the Board of Directors takes into consideration setting up an Audit Committee in 2017. To this effect, the Audit Committee will receive and review the reports issued by the dedicated internal control function set-up at local level.
B8 Whenever the Code mentions reviews or analysis to be exercised by the Audit Committee, these should be followed by cyclical (at least annual), or ad-hoc reports to be submitted to the Board afterwards.		X	As a rule, such reports/ analyses performed by relevant functions are communicated to the Board by the dedicated internal control function set-up at local level.
B9 No shareholder may be given undue preference over other shareholders with regard to transactions and agreements made by the company with shareholders and their related parties.	X		
B10 The Board should adopt a policy ensuring that any transaction of the company with any of the companies with which it has close relations, that is equal to or more than 5% of the net assets of the company (as stated in the latest financial report), should be approved by the Board		X	The Company applies transfer pricing policies in accordance with the OECD Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations and local

Code provisions	Complies	Does not comply or partially complies	If NO, then EXPLAIN
following an obligatory opinion of the Board's audit committee, and fairly disclosed to the shareholders and potential investors, to the extent that such transactions fall under the category of events subject to disclosure requirements.			Romanian legislation. All significant transactions are assessed by internal local and corporate experts to make sure that they are in line with external transfer pricing guidelines and regulations and internal transfer pricing policies. The advice/support from established external advisors is sought where necessary. The compliance with valid transfer pricing regulations ensures that the prices used in intercompany transactions are based on the arm's length principle. With respect to determining the appropriate arm's length return/margin for products and services, external databases are utilized to determine the return/margin earned by companies with similar functions, risks and assets. Transactions with affiliates are supported by documentation and recorded in the financial records of the Company. The Company prepares, in accordance with CNVM regulation 1/2006, article 113 letter (G) paragraph (6), a six monthly report of contracts entered into during the period with affiliates to ASF and included on our Website. The six monthly report is subject to procedures undertaken by the Company external auditors on which a report is completed and submitted to ASF and is available on the Company website.
B11 The internal audits should be carried out by a separate structural division (internal audit department) within the company or by retaining an independent third-party entity.	X		The internal audits are carried out by the group level audit function.
B12 To ensure the fulfillment of the core functions of the internal audit department, it should report functionally to the Board via the audit committee. For administrative purposes and in the scope related to the obligations of the management to monitor and mitigate risks, it should report directly to the chief executive officer.		X	As explained in B1 and B11 such function is at group level.
Section C – Fair Rewards and Motivation			
C1 The company should publish a remuneration policy on its website and include in its annual		X	The remuneration of the independent Board member is

Code provisions	Complies	Does not comply or partially complies	If NO, then EXPLAIN
report a remuneration statement on the implementation of this policy during the annual period under review. The remuneration policy should be formulated in such a way that allows stakeholders to understand the principles and rationale behind the remuneration of the members of the Board and the CEO, as well as of the members of the Management Board in two-tier board systems. It should describe the remuneration governance and decision-making process, detail the components of executive remuneration (i.e. salaries, annual bonus, long term stock-linked incentives, benefits in kind, pensions, and others) and describe each component's purpose, principles and assumptions (including the general performance criteria related to any form of variable remuneration). In addition, the remuneration policy should disclose the duration of the executive's contract and their notice period and eventual compensation for revocation without cause. The remuneration report should present the implementation of the remuneration policy vis-à-vis the persons identified in the remuneration policy during the annual period under review. Any essential change of the remuneration policy should be published on the corporate website in a timely fashion.			fixed. The rest of the Board members have gratuitous mandates. There are no plans to change the remuneration of the Board members.
Section D – Building value through investors' relations			
D1The company should have an Investor Relations function - indicated, by person (s) responsible or an organizational unit, to the general public. In addition to information required by legal provisions, the company should include on, both in Romanian and English, including:		X	Only part of the relevant information published on the dedicated Investor Relations section is disseminated in English (i.e. the current reports, informative materials/ decisions related to General Assemblies). Dissemination in English of all related Investor Relations information will be considered.
D.1.1Principal corporate regulations: the articles of association, general shareholders' meeting procedures; general meetings, aiming at using electronic communication means through (a) live broadcast of general meetings and/or (b) live bilateral communication where shareholders may express themselves during a general meeting from a location other than that of the general meeting, as long as this is in line with legislation regarding data processing. A company should aim to provide for an electronic voting system at general meetings, including remote electronic voting.	X		
D.1.2.Professional CVs of the members of its governing bodies, a Board member's other		X	Dissemination of the full professional CVs of the members

Code provisions	Complies	Does not comply or partially complies	If NO, then EXPLAIN
professional commitments, including executive and non-executive Board positions in companies and not-for-profit institutions;			and the Board member's other professional commitments will be considered.
D.1.3.Current reports and periodic reports (quarterly, semi-annual and annual reports) – at least as provided at item D.8 – including current reports with detailed information related to non-compliance with the present Code;	X		
D.1.4.Information related to general meetings of shareholders: the agenda and supporting materials; the procedure approved for the election of Board members; the rationale for the proposal of candidates for the election to the Board, together with their professional CVs; shareholders' questions related to the agenda and the company's answers, including the decisions taken;	X		
D.1.5.Information on corporate events, such as payment of dividends and other distributions to shareholders, or other events leading to the acquisition or limitation of rights of a shareholder, including the deadlines and principles applied to such operations. Such information should be published within a timeframe that enables investors to make investment decisions;	X		
D.1.6.The name and contact data of a person who should be able to provide knowledgeable information on request;	X		
D.1.7. Corporate presentations (e.g. IR presentations, quarterly results presentations, etc.), financial statements (quarterly, semi-annual, annual), auditor reports and annual reports.	X		
D2 A company should have an annual cash distribution or dividend policy, proposed by the CEO or the Management Board and adopted by the Board, as a set of directions the company intends to follow regarding the distribution of net profit. The annual cash distribution or dividend policy principles should be published on the corporate website.		X	Adoption and dissemination of the principles related to the distribution of dividends or other benefits to the shareholders will be subject of further assessment.
D3 A company should have adopted a policy with respect to forecasts, whether they are distributed or not. Forecasts means the quantified conclusions of studies aimed at determining the total impact of a list of factors related to a future period (so called assumptions): by nature such a task is based upon a high level of uncertainty, with results sometimes significantly differing from forecasts initially presented. The policy should provide for the frequency, period envisaged, and content of forecasts.		X	Adoption and dissemination of a policy with respect to forecasts will be subject of further assessment.

Code provisions	Complies	Does not comply or partially complies	If NO, then EXPLAIN
Forecasts, if published, may only be part of annual, semi-annual or quarterly reports. The forecast policy should be published on the corporate website.			
D4 The rules of general meetings of shareholders should not restrict the participation of shareholders in general meetings and the exercising of their rights. Amendments of the rules should take effect, at the earliest, as of the next general meeting of shareholders.	X		
D5 The external auditors should attend the shareholders' meetings when their reports are presented there.	X		
D6 The Board should present to the annual general meeting of shareholders a brief assessment of the internal controls and significant risk management system, as well as opinions on issues subject to resolution at the general meeting.	X		
D7 Any professional, consultant, expert or financial analyst may participate in the shareholders' meeting upon prior invitation from the Chairman of the Board. Accredited journalists may also participate in the general meeting of shareholders, unless the Chairman of the Board decides otherwise.		X	The accesses of consultants, experts, financial analysts or accredited journalists in the Company shareholders' meeting will be allowed only upon prior invitation from the Chairman of the Board.
D8 The quarterly and semi-annual financial reports should include information in both Romanian and English regarding the key drivers influencing the change in sales, operating profit, net profit and other relevant financial indicators, both on quarter-on-quarter and year-on-year terms.	X		
D9 A company should organize at least two meetings/conference calls with analysts and investors each year. The information presented on these occasions should be published in the IR section of the company website at the time of the meetings/conference calls.		X	Organizing of such events will be subject of the applicable local and group principles.
D10 If a company supports various forms of artistic and cultural expression, sport activities, educational or scientific activities, and considers the resulting impact on the innovativeness and competitiveness of the company part of its business mission and development strategy, it should publish the policy guiding its activity in this area.	X		

11. COMMITMENTS AND CONTINGENCIES

As at 31 December 2016, the Company is involved in several litigations, of which the most significant are described below:

- Litigation with the National Medicines Agency which has ordered a sanction on the Company because of the lack of the documents needed for promoting medicines in pharmacies; to date, the Company has no provision set in this regard because the management considers to win it are very high;
- Litigation with ANAF for challenging the clawback tax and the penalties computed for the reviewed period Q4 2009-Q3 2011 amounting to RON 18,457,107, for which the Company set a provision for the entire amount as at 31 December 2016 and 31 December 2015, respectively (Note 9). During 2016, upon the challenge filed by the Company, ANAF has cancelled the taxation decision for the additional clawback tax and penalties payable and has ordered a new review of this tax obligation for the period Q4 2009-Q3 2011.

The Company is also involved in several litigations with the National Health Insurance House following the challenging of the VAT paid in relation to the clawback tax for the period Q1 2012-Q4 2012 in an amount RON 944 thousand and of the computation manner for the individual consumption communicated for the determination of the clawback tax for the period Q1 2013-Q3 2013. To date, the Company has won in court the recovery of the VAT for the clawback tax related to Q4 2012 in an amount RON 164 thousand and will investigate in the future the manners in which it may recover this amount or offset it against other tax obligations. The other litigations are pending to date.

The Company's management considers that the respective litigations will not significantly impact the Company's operations and financial position and that it set sufficient provisions where there was significant risk.

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Fiscal Code 336206
Bank: Citibank Romania
IBAN RO63CITI 0000 0008 2476 6002 for RON
IBAN RO13CITI 0000 0008 2476 6029 for USD
IBAN RO 88CITI 0000 0008 2476 6037 for EUR

12. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

End of October 2016 Sanofi Group announced, after analysis of all options available, to initiate the separation process of its generic medicines division of Europe.

Zentiva SA will be included in the separation process. Sanofi Group goal is to identify a potential buyer, willing to guarantee a sustainable growth for this business in the medium and long-term.

On 15 March 2017 the Company has received from ANAF a draft version of the re-audit fiscal report covering claw back tax for the period Q4 2009- Q3 2011. Considering uncertainties of the re-audit related to timelines, final outcome and potential contestations, at the date of signing these financial statements the current level of provisions for claw back tax as recorded and disclosed in Note 17 to the financial statements is appropriate.

Emmanuelle Valentin
President of the Board of Directors

Simona Cocos
General Manager

Georgeta Danu
Chief Accountant

Zentiva S.A.

Financial statements

FOR THE YEAR ENDED

31 DECEMBER 2016

Prepared in accordance with Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards

Translation of the Company’s financial statements and management report issued in the Romanian language.

Table of contents — Page

(amounts are expressed in RON, unless specified otherwise)

STATEMENT OF COMPREHENSIVE INCOME	Note	2016	2015
			RON
Sales of goods	5.1	387,798,794	358,028,061
Rendering of services	5.1	31,088,107	37,389,469
Other income		1,117,407	1,407,063
Turnover	5.1	**420,004,308**	**396,824,593**
Other operating income	6.1	5,440,103	5,819,264
Changes in inventories of finished goods and work in progress		1,672,107	3,688,987
Raw materials and consumables used	5.2	(167.175.858)	(183,414,574)
Employee benefits expenses	6.5	(50,517,563)	(48,877,863)
Depreciation, amortization and impairment		(14,091,815)	(10,644,924)
Marketing and advertising expenses	6.6	(19,729,003)	(14,603,636)
Rental expenses		(3,579,357)	(3,606,050)
Provisions	17	(1,782,408)	(9,659,766)
Other operating expenses	6.2	(80,294,202)	(74,372,163)
Operating profit		**89,946,312**	**61,153,868**
Financial Income	6.4	1,940,954	424,684
Financial Expenses	6.3	(2,425,172)	(1,596,883)
Profit before tax		**89,462,094**	**59,981,669**
Income Tax Expense	7.1	(16,323,448)	(13,785,708)
Profit after tax (A)		**73,138,646**	**46,195,961**
Other comprehensive income:			
Actuarial gains/losses in relation to employee benefits		(112,000)	9,000
Other comprehensive income net of tax (B)		**(112,000)**	**9,000**
Total income after tax (A) + (B)		**73,026,646**	**46,204,961**
Number of shares		**416,961,150**	**416,961,150**
Earnings per share (RON / share)		**0.17514**	**0.11081**

The financial statements on pages 3 to 55 were approved by the Board of Administration and were authorized for issue according to the Administrators' Decision of 23 March 2017.

Administrator,
Name and surname: Emmanuelle Valentin

Signature
Company stamp

Prepared by,
Name and surname: Georgeta Danu
Position: Chief Accountant

Signature
Registration number of professional organization

(amounts are expressed in RON, unless specified otherwise)

STATEMENT OF FINANCIAL POSITION	**Note**	**31 December 2016**	**31 December 2015**
Assets			
Non-current assets			
Property, plant and equipment	9	96,162,648	98,655,303
Intangible assets	10	759,528	849,542
		96,922,176	**99,504,845**
Current assets			
	12	42,093,203	50,076,172
Inventories			
Trade and other receivables	13	173.143.655	230,055,524
Other financial assets		2,023	1,440
Cash and cash equivalents	14	127,910,418	7,372,756
		343,149,299	**287,505,892**
Total assets		**440,071,475**	**387,010,737**
Capital and reserves			
Share capital, including	**15.1**	**41,696,115**	**41,696,115**
Issued share capital		41,696,115	41,696,115
Share premium, including:	15.1	24,964,506	24,964,506
Share premium at nominal value		9,863,684	9,863,684
Inflation related to share premium		15,100,822	15,100,822
Legal and other reserves	15.2	104,718,721	98,513,760
Revaluation reserve		2,107,876	2,107,876
Retained earnings / (Accumulated Losses)	15.2	132,314,433	105,476,271
Total equity		**305,801,651**	**272,758,528**
Non-current liabilities			
Employee benefit liability	18	1,176,000	1,100,000
Other long - term liabilities		8,673	24,385
Deferred tax liability	7.2	922,288	1,598,027
Non-current provisions	17	9,354,556	9,232,557
Total non-current liabilities		**11,471,519**	**11,954,969**
Current liabilities			
Trade accounts payable	19	64,189,638	49,667,644
Income taxes payable		4,071,379	3,809,385
Other current liabilities	19	30,196,709	26,130,040
Short-term provisions	17	24,340,579	22,690,171
Total current liabilities		**122,798,305**	**102,297,240**
Total liabilities		**134,269,824**	**114,252,209**
Total liabilities and equity		**440,071,475**	**387,010,737**

The financial statements on pages 3 to 55 were approved by the Board of Administration and were authorized for issue according to the Administrators' Decision of 23 March 2017.

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(amounts are expressed in RON, unless specified otherwise)

2016

STATEMENT OF CHANGES IN EQUITY	Share capital	Share premium	Legal and other reserves	Revaluation reserve	Retained earnings	Total
Opening balance	**41,696,115**	**24,964,506**	**98,513,760**	**2,107,876**	**105,476,271**	**272,758,528**
Profit for the year	-	-	-	-	73,138,646	73,138,646
Other comprehensive income	-	-	-	-	(112,000)	(112,000)
Total other comprehensive income	**-**	**-**	**-**	**-**	**(112,000)**	**(112,000)**
Profit appropriation	-	-	6,204,961	-	(6,204,961)	-
Covering of hyper-inflation adjustment loss	-	-	-	-	-	-
Dividends distribution	-	-	-	-	(40,000,000)	(40,000,000)
Net impact from fixed asset revaluation	-	-	-	-	-	-
Deferred tax impact	-	-	-	-	16,477	16,477
Closing balance	**41,696,115**	**24,964,506**	**104,718,721**	**2,107,876**	**132,314,433**	**305,801,651**

As at 1 January 2016, the values of share capital and share premium include the effect of hyper-inflation adjustments, as required by application of IAS 29. The Company is a first-time adopter of the International Financial Reporting Standards (IFRS) as endorsed by the European Union, with the exception of the provisions of IAS 21 *The Effects of Changes in Foreign Exchange Rates* on the functional currency and prepares financial statements in accordance with these standards as of the transition date, i.e. 1 January 2011. On 28 April 2016, the Shareholders General Meeting decided to distribute dividends amounting to RON 40,000,000 form the profit for the year ended 31 December 2015 (2015: distributed dividends amounting to RON 70,000,000, out of which RON 54,242,886 from the profit of the financial year ended 31 December 2015 and RON 15,757,114, respectively, from reserves representing the profit not distributed related to the financial years ended 31 December 2003 and 2004, respectively) and the difference of RON 6,204,961 was included in reserves - for additional details, see Note 16 *Dividends Paid and Proposed*.

The financial statements on pages 3 to 55 were approved by the Board of Administration and were authorized for issue according to the Administrators' Decision of 23 March 2017.

Administrator,
Name and surname: Emmanuelle Valentin

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Company stamp

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Position: Chief Accountant

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Registration number of professional organization

(all amounts are expressed in Romanian Lei ("RON"), unless otherwise stated)

2015

	Share capital	Share premium	Legal and other reserves	Revaluation reserve	Retained earnings	Total
Opening balance	**301,304,302**	**24,964,506**	**114,270,874**	**2,278,798**	**(146,144,986)**	**296,673,494**
Profit for the year	-	-	-	-	46,195,961	46,195,961
Other comprehensive income	-	-	-	-	9,000	9,000
Total other comprehensive income	**-**	**-**	**-**	**-**	**9,000**	**9,000**
	-	-		-	-	-
Profit appropriation	(259,608,187)	-	-	-	259,608,187	-
Dividends distribution	-	-	(15,757,114)	-	(54,242,886)	(70,000,000)
Net impact from fixed asset revaluation	-	-	-	-	-	-
Corrections to retain earnings	-	-	-	-	50,995	50,995
Deferred tax impact	-	-	-	(170,922)	-	(170,922)
Closing balance	**41,696,115**	**24,964,506**	**98,513,760**	**2,107,876**	**105,476,271**	**272,758,528**

As at 1 January 2015, the values of share capital and share premium include the effect of hyper-inflation adjustments, as required by application of IAS 29. The Company is a first-time adopter of the International Financial Reporting Standards (IFRS) as endorsed by the European Union, with the exception of the provisions of IAS 21 *The Effects of Changes in Foreign Exchange Rates* on the functional currency and prepares financial statements in accordance with these standards as of the transition date, i.e. 1 January 2011. On 29 April 2015, the Shareholders General Meeting decided to cover the losses from hyper-inflation adjustments related to the share capital in an amount 259,608,187 from the retained earnings, as detailed in the table above - for additional details, see Note 15 *Issued Capital and Reserves*. Moreover, the Company distributed during the year dividends amounting to RON 70,000,000, representing part of the profit for the financial year ended 31 December 2015 (54,242,886 RON) and a portion of the profit not distributed related to the financial years ended 31 December 2003 and 2004 respectively (RON 15,757,114) - for additional details, see Note 16 Dividends proposed and paid; dividend distribution was approved by the General Meeting of Shareholders of 29 April 2015.

The financial statements on pages 3 to 55 were approved by the Board of Administration and were authorized for issue according to the Administrators' Decision of 23 March 2017.

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(amounts are expressed in RON, unless specified otherwise)

STATEMENT OF CASH FLOWS	**Note**	**31 December 2016**	**31 December 2015**
Cash flows from operating activities:			
Profit before tax		89,462,094	59,981,669
Depreciation and amortization	9,10	14,091,815	10,644,924
Receivable allowance movement	13	(34,129)	(2,477,144)
Inventory allowance movement	12	2,293,970	7,840,233
Movements in provisions for risks and charges	17	1,782,408	9,659,766
(Gain) / loss on sale of property, plant and equipment		(37,288)	109,117
Pension liabilities expenses		(36,000)	113,000
Interest revenues	6.4	(289,497)	(260,044)
Operating profit before working capital changes		**107,233,373**	**85,611,521**
Change in inventories		5,688,999	(12,610,025)
Change in trade and other receivable		56,945,998	(19,761,994)
Change in trade and other payable		16,419,838	6,124,717
Cash generated from/ (used in) operations		**186,288,208**	**59,364,219**
Income tax paid	7.1	(16,720,713)	(11,084,803)
Employee benefits liabilities paid		(153,000)	(112,000)
Net cash from/ (used in) operating activities		**169,414,495**	**48,167,416**
Cash flows from investing activities			
Proceeds from sale of non-current assets		75,282	10,941
Purchase of property, plant and equipment	9,10	(11,547,122)	(13,486,427)
Interest received		289,497	260,044
Net cash used in investing activities		**(11,182,343)**	**(13,215,442)**
Cash flows from financing activities			
Dividends paid	16	(37,395,831)	(65,242,493)
Cash transferred for dividends payable to Central Depositary		(298,659)	(887,727)
Net cash from/ (used in) in financing activities		**(37,694,490)**	**(66,130,220)**
Net increase (decrease) in cash and cash equivalents		120,537,662	(31,178,246)
Cash and cash equivalents at the beginning of the period 1 January (including advances for payment of dividends)		**7,372,756**	**38,551,002**
Cash and cash equivalents at the end of the period 31 December (including advances for payment of dividends)		**127,910,418**	**7,372,756**

The financial statements on pages 3 to 55 were approved by the Board of Administration and were authorized for issue according to the Administrators' Decision of 23 March 2017.

Administrator,
Name and surname: Emmanuelle Valentin

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Company stamp

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Position: Chief Accountant

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Registration number of professional organization

1. CORPORATE INFORMATION

These financial statements of SC Zentiva SA (the “Company”) for the year ended 31 December 2016 are authorized for issue in accordance with the Board of Administrators Decision dated 23 March 2017.

The Company, formerly named SICOMED S.A, Bucuresti (“Sicomed”) was established in 1962 as Intreprinderea de Medicamente Bucuresti (“IMB”) – “Bucharest Drug Company”. The Company’s current legal address is 50 Th. Pallady Blvd, Bucharest, The Company is registered with the Trade Register under number J40/363/1991.

In 1990 Sicomed became a joint-stock company, by incorporation and taking over of all assets and liabilities of the former Intreprinderea de Medicamente Bucuresti (“IMB”) – “Bucharest Drug Company” in accordance with a Government Decision. The initial share capital was the result of the difference between the assets, including the specific revaluation of land and buildings contributed by the State to the Company, in accordance with the Government Decision, and the related liabilities.

In October 2005, a majority interest in the Company was acquired by Zentiva Group (a large pharmaceutical group operating in Central and Eastern Europe), through the acquisition of shares in Venoma Holdings Limited, Zentiva Group (through ownership of Venoma Holdings Limited Holding and Zentiva NV) has control over the Company’s operations.

Starting with 24 January 2006, the Company changed its name from Sicomed SA into Zentiva SA.

Starting with 11 March 2009 a change occurred in the shareholder’s structure at the Group level (Sanofi Aventis has acquired 97% of Zentiva NV – Company parent – shares).

The main activity of the Company consists in the production and trade of human drugs and medication.

Since 2007, following a decision taken by Zentiva Group, the Company has been operating all its sales through the Romanian branch, i.e., Zentiva International (entity incorporated in Slovakia) (“ZIRO”) and as a result, the Romanian market (i.e. distributors) has been supplied with the Company’s products through ZIRO. Starting with 1 October 2011 the sales are realized directly through Sanofi Romania SRL and, after this date, Ziro became a dormant entity which is to be liquidated.

The Company is listed on the Bucharest Stock Exchange.

The Company has no investments in subsidiaries or associates as of 31 December 2016. The company is being consolidated in the financial statements of its ultimate Parent, Sanofi.

2. BASIS OF PREPARATION

Statement of Compliance

The financial statements of the Company have been prepared in accordance with the provisions of Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards applicable to companies whose securities are admitted to trading on a regulated market, with all subsequent modifications and clarifications. These provisions are aligned with the requirements of the International Financial Reporting Standards as endorsed by the European Union, with the exception of the provisions of IAS 21 The Effects of Changes in Foreign Exchange Rates regarding the functional currency. For the purposes of the preparation of these financial statements, in accordance to Romanian legislative requirements, the functional currency of the Company is deemed to be the Romanian Leu (RON).

For all periods up to and including the year ended 31 December 2011, the Company prepared its financial statements in accordance with Romanian generally accepted accounting practice (Romanian GAAP).

2. BASIS OF PREPARATION (continued)

2.1 GOING CONCERN

These financial statements have been prepared on a going concern basis which assumes that the Company will continue in the foreseeable future. To evaluate the applicability of this assumption, the local management analyzed the forecasts of the future cash inflows.

As of 31 December 2016 the net assets of the Company are higher than the net liabilities by RON 220,350,994 (as of 31 December 2015, the net assets are higher than the net liabilities by RON 185,208,652). At the same date, the Company has a comprehensive income RON 73,026,646 (2015: RON 46,204,961).

The Budget for the year 2017 which was prepared by the management of the Company and approved by the Board of Administration indicates positive cash flows from the operating activities, an increase in sales and also, profitability. Based on this analysis, the local management consider that the Company will continue the activity in the next period and therefore the management has addresses the issue of appropriateness of the preparation of the financial statements under the going concern basis.

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies applied by the Company in preparing its financial statements:

a) Foreign currency translations

The Company's financial statements are presented in RON, which is also the Company's functional currency.

Transactions in foreign currencies are translated into RON by applying the exchange rates prevailing at the time of the transaction. Monetary assets and liabilities denominated in foreign currencies at year-end are translated to RON at the exchange rates prevailing on that date. Realized and unrealized exchange gains and losses are charged to the income statement. The RON/ USD exchange rate as at 31 December 2016 and 31 December 2015 was RON 4.3033 RON / USD and 4.4177 RON/USD, respectively. The RON/ EUR exchange rate as at 31 December 2016 and 31 December 2015 was RON 4.5411 RON / EUR and RON 4.5245 RON / EUR, respectively.

Exchange rate differences, favorable or unfavorable between the exchange rate used at recognition date of the receivables or payables in foreign currency or the rate at which the assets or liabilities have been previously reported in financial statements and the exchange rate at the date of current financial statements are recognized under income statement as income or financial expenses, as appropriate.

b) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty.

The Company assesses its revenue arrangements against specific criteria to determine whether it is acting as principal or agent. The Company has decided it acts as an agent in all of its revenue arrangements, excepting the ones below. Before the revenue is recognized the specific recognition criteria as detailed below must also be met.

2. BASIS OF PREPARATION (continued)

The amounts collected by the Company on behalf of third parties and which are based on agreements for intermediation, agency, commercial mandate, concluded under the law, are not revenues from current activity because the gross economic benefit inflows include the amounts collected on behalf of the owner (beneficiary). Instead, only the applied commissions are revenues, because they are the actual revenues from current activity.

Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Rendering of services

Income from service rendering is recognized in the period in which they were delivered and according to the completion percentage. Revenue from the sale of goods measured at the fair value of the consideration received or receivable, net of trade discounts and volume rebates.

Interest income

For all financial instruments measured at amortized cost and interest bearing financial assets classified as available for sale, interest income is recorded using the effective interest rate (EIR), EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Interest income is included in finance income in the income statement.

c) Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in Romania.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the income statement. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

2. BASIS OF PREPARATION (continued)

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:
- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Value added tax

Incomes, expenses and assets are recognized net of the amount of sales tax, except:

- When the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated at the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

d) Property, plant and equipment

Initial recognition

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

2. BASIS OF PREPARATION (continued)

When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

The cost of an item of property, plant and equipment comprises:

a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Deemed cost as of the transition date (1 January 2011)

As of the transition date (31 December 2010), the Company used previous revaluations recorded under Romanian GAAP as its deemed cost on those dates for land and buildings, while it used historical cost adjustments for hyper-inflation for equipment.

The Company decided to measure equipment and machinery at the historical cost (hyper-inflated) less the accumulated depreciation and impairment.

Subsequent measurement

Land and buildings are measured at fair value less accumulated depreciation on buildings and impairment losses recognized at the date of revaluation. Valuations are performed with sufficient frequency to ensure that the fair value of a revalued asset does not differ materially from its carrying amount.

A revaluation surplus is recorded in other comprehensive income and credited to the asset revaluation reserve in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognized in profit or loss, the increase is recognized in profit and loss. A revaluation deficit is recognized in the income statement, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve (in accordance with IAS 16). Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings.

Depreciation method

Depreciation is calculated:

- On a straight-line basis for buildings, noncurrent assets purchased under a financial lease and noncurrent assets in use at 31 December 1997;
- On a reducing balance method for property plant and equipment acquired or put in function after 1 January 1998.

Useful lives

The economic useful life use is the period of time over which an asset is expected to be available for use by an entity. Economic useful lives for property, plant and equipment have been assessed by specialized employees. Depreciation is calculated on a straight-line basis or reducing balance, over the whole useful life of asset.

2. BASIS OF PREPARATION (continued)

Land is not depreciated.

The average useful lives for the categories of Property, plant and equipment, are as follows:

- Buildings 30-50 years
- Production equipment 5-20 years
- Transport vehicles 5 years

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

e) Lease contracts

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

Finance leases that transfer substantially all the risks and benefits incidental to ownership of the leased item to the Company, are capitalized at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the income statement.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognized as an operating expense in the income statement on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Payments made under operating leases are recognized in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognized as an integral part of the total lease expense, over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

2. BASIS OF PREPARATION (continued)

f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the income statement as the expense category that is consistent with the function of the intangible assets.

- Software 3 years
- Research and development cost 3 years

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the income statement when the asset is derecognized.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognized as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale;
- Its intention to complete the intangible assets and its ability to use or sell the asset;
- How the intangible asset will generate future economic benefits;
- The availability of resources to complete the intangible asset;
- The ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. Amortization is recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

Patents, licenses and trademarks

Patents, licenses and trademarks are recognized as intangible assets and measured according to the useful life (finite – amortized, indefinite – tested for impairment).

2. BASIS OF PREPARATION (continued)

g) Financial instruments – initial recognition and subsequent measurement

1) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as described below:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments as defined by IAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value presented as finance costs (negative net changes in fair value) or finance income (positive net changes in fair value) in the income statement.

Financial assets designated upon initial recognition at fair value through profit or loss are designated at their initial recognition date and only if the criteria under IAS 39 are satisfied. The Company has not designated any financial assets at fair value through profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the EIR method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the income statement. The losses arising from impairment are recognized in the income statement in finance costs for loans and in cost of sales or other operating expenses for receivables.

2. BASIS OF PREPARATION (continued)

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- The rights to receive cash flows from the asset have expired.
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
- When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognized to the extent of the Company's continuing involvement in the asset. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.
- Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

2) Impairment of financial assets

The Company assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if there is objective evidence of impairment as a result of one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the Company of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

The carrying amount of the financial asset is decreased by the depreciation loss, directly for all financial assets, except for trade receivables, case in which the carrying amount is reduced by using an impairment adjustment account. If a receivable is considered non-recoverable, it is eliminated and deducted from the adjustment for impairment. Subsequent recoveries of the amounts eliminated previously are credited in the adjustment for impairment account. The changes of the carrying amount in the adjustment for impairment account are recognized in provision expenses, adjustments for impairment and depreciation.

3) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, overdrafts, loans and borrowings.

2. BASIS OF PREPARATION (continued)

Subsequent measurement

The measurement of financial liabilities depends on their classification as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the income statement.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IAS 39 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the income statement.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the best estimate of the expenditure required to settle the present obligation at the reporting date and the amount recognized less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the income statement.

4) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2. BASIS OF PREPARATION (continued)

5) Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

h) Inventories

The main categories of inventories are: raw materials, work in progress, semi-finished products, finished products, commodities, spare parts, consumables and packaging materials.

The costs of inventories are comprised of all costs of purchase, costs of production (including all direct and indirect cost attributable to the operational activity of production) and other costs incurred in bringing the inventories to their present condition and location.

The value of work in progress and finished goods includes costs of raw materials, direct labor, direct production costs and indirect production overheads including depreciation. Financing costs are not included in stock valuation.

Inventories are measured at the lower of cost and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale. The cost of inventories is determined on the weighted average basis.

The Company periodically analyses inventories to determine whether they are damaged, obsolete or slow-moving or if their net realizable value has declined, and makes allowance for such inventories.

i) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) fair value less costs to sell and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the income statement in expense categories consistent with the function of the impaired asset, except for a property previously revalued when the revaluation was taken to other comprehensive income. In this case, the impairment is also recognized in other comprehensive income up to the amount of any previous revaluation.

2. BASIS OF PREPARATION (continued)

An assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the income statement unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

j) Cash and short-term deposits

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of outstanding bank overdrafts.

k) Provisions

General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the income statement net of any reimbursement.

Provisions are reviewed and premeasured at each balance sheet date and adjusted in order to reflect the best estimate. If an outflow no longer probable, the provision is reversed and it is recognized revenue.

Restructuring provisions

Restructuring provisions are recognized only when the recognition criteria for provisions are fulfilled, when all the following conditions are met:

- The Company has an official restructuring plan which includes: details in regard to the segment it relates, the main locations affected, approximate number of employees which will receive compensation for ceasing their service, their positions, the costs for the plan and the restructuring plan date.
- The Company raised a reasonable expectation that the restructuring will be achieved by starting the implementation of the plan or by presenting its main characteristics to those affected.

A restructuring provision will only include direct costs related to the restructuring process, namely those expenses that are generated as such by the restructuring process but are not related to the Company's continuing business.

The Company has a constructive obligation when a detailed formal plan identifies the business or part of the business concerned, the location and number of employees affected a detailed estimate of the associated costs, and an appropriate timeline. Furthermore, the employees affected have been notified of the plans main features.

2. BASIS OF PREPARATION (continued)

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Environmental provision

Land and water contamination provisions are recognized as contamination occurs for any legal obligations of clean up, or for constructive obligations if the company's published policy is to clean up even if there is no legal requirement to do so (past event is the contamination and public expectation created by the company's policy).

The Company is planning to perform an ecological remediation which will lead to monitoring the soil and the underground water.

Litigation provision

Litigation provisions are recognized when management estimated that the company is exposed to a cash outflow or it is liable to compensate a third party, as a result of an unfavorable court ruling. See Note 17: Provisions for details on currently open litigations.

l) Employee benefit obligations

During the current activity the company makes payments to the Romanian State budget relating to its employees post-retirement benefits. All employees are included in Romanian state pension plan. The company does not operate any other pension scheme and, consequently, does not have any obligation related to pensions. In addition, the company has no legal obligation to provide additional benefits to former or current employees, other than what is described below:

According to the collective labor agreement, the company grants to its employees on retirement a variable number of salaries depending on length of service in the company. This is a post-employment benefit plan.

The retirees receive the benefit according to seniority level in the company, as follows:
1. up to 20 years with the company, one average gross salary at the unit level;
2. between 20-30 years with the company, 1 and ½ of the gross average salary at the unit level;
3. Over 30 years with the company, 2 gross average salaries at the unit level.

In addition, when the employees reach the age 50, get a benefit according to seniority level in company, as follows (treated as another long-term employee benefit):
1. 10-20 years with the company, ½ of the basic salary;
2. Over 20 years with the company, one basic salary;

Provisions for post-employment benefits and other long-term employee benefits obligations are estimated based on the collective labor agreement of the Company, by a specialized external actuary.

The Company uses the actuarial valuation method for measurement of the present value of post-employment benefit obligations and related current service cost. This involves the use of demographic assumptions about the future characteristics of current and former employees who are eligible for benefits (mortality, both during and after employment (and should not be relevant if no pensions are provided), rates of employee turnover, lay-off rate, etc.,) as well as financial assumptions (discount rate, inflation rate, salary increase rate). In the event that further changes in the key assumptions are required, the future amounts of the post-employment benefit costs may be affected materially.

2. BASIS OF PREPARATION (continued)

Actuarial gains and losses for the post-employment defined benefit plan are recognized in full in the period in which they occur in other comprehensive income. Such actuarial gains and losses are recognized in retained earnings and are not reclassified to profit or loss in subsequent periods.

The past service costs are recognized as an expense on a straight line basis over the average period until the benefits become vested. Past service costs are recognized immediately if the benefits have already vested immediately following the introduction of, or changes to, a pension plan.

The Company's policy for other long-term employee benefits is to recognize actuarial gains and losses in the period in which they occur in full in profit or loss.

m) Related parties

Parties are considered related when one party, either through ownership, contractual rights, family relationship or otherwise, has the ability to directly or indirectly control or significantly influence the other party. Related parties also include individuals that are principal owners, management and members of the Board of Administration and members of their families, parties with joint control over the Company's joint ventures in which the Company is a venture, post-employment benefit plans for the benefit of the employees of the Company.

n) Retained earnings

The remaining profit after the allocation of the 5% to the legal reserve up to the 20% of the share capital limit set by the law is recorded in the opening retained earnings of the following financial period, when the profit appropriation takes place.

The actual accounting for profit appropriation is therefore made in the next financial year; subsequent by the Shareholder's General Meeting approves the respective appropriation, i.e. the dividends approved and other reserves as per the law provisions.

o) Accounting errors

The correction of the material errors relating to prior periods does not trigger the modification of the financial statements of those prior periods presented in the financial statements. In case of errors in regards to prior periods, no adjustment is made on the comparative information. Any impact on the comparative information regarding the financial status and performance, respectively the change of the financial status is presented in the explanatory notes and adjusted against retained earnings during the year.

p) Revaluation of property, plant and equipment

The Company measures land and buildings at revalued amounts with changes in fair value being recognized in other comprehensive income. The Company engaged independent valuation specialists to assess fair value as at 31 October 2005, 31 December 2008, 31 December 2011 and 31 December 2014, respectively.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the consolidated financial statements:

- The management of the company considers that the level of provisions recognized under previous GAAP reflect the level of ricks the company is exposed to;
- The management of the Company decided that its functional currency is the RON considering the following aspects:
  - The Company records costs mostly in the national currency RON;
  - The Company records revenues mostly in the national currency in RON, though, some revenues are based on EUR prices;
- The management exercised judgment in determining the nature of the claw back and considered that it would be appropriate to classify it net of revenues net of revenues, as opposed to a separate operating expense. Management has considered this is more similar to a rebate, or contingent adjustment on sales made.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Taxes, charges and tax provisions

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income.

All amounts due to State authorities for taxes have been paid or accrued at the balance sheet date. The Romanian tax system undergoes a consolidation process and is being harmonized with the European legislation. Different interpretations may exist at the level of the tax authorities in relation to the tax legislation that may result in additional taxes and penalties payable. Where the State authorities have findings from reviews relating to breaches of Romania's tax laws, and related regulations these may result in: confiscation of the amounts in case; additional tax liabilities being payable; fines and penalties (that are applied on the total outstanding amount). As a result the fiscal penalties resulting from breaches of the legal provisions may result in a significant amount payable to the State.

At each year end the Company makes an estimate of its potential tax risks and determines the potential risk level using their best estimation, and, as a result, recognizes a specific provision in the financial statements, if appropriate.

Environmental provision and litigation provisions

The Company recognizes environmental provision in relation to ecological rehabilitation and monitoring of soil and underground waters.

The Company recognizes litigation provisions for the risks identified in relation to several court cases, whose outcome is not certain.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Useful lives for elements of property, plant and equipment and depreciation method

The Company estimated useful lives of its elements of PPE in accordance with the expected consumption of the respective assets.
The Company considers and uses the following depreciation methods:
- Straight line for buildings and assets acquired and put in function before 1997;
- Accelerated / reducing balance for assets put in operation after 1997.

Allowance for bad debts

The Company estimates allowance for bad debts as a general allowance based on the age of the respective receivable:
- Above 360 days: 100%

Amounts deducted from sales for projected sales returns, rebates and price reductions

Returns, discounts, incentives and rebates are recognized in the period in which the underlying sales are recognized as a reduction of sales revenue. These include provisions for price reductions under Government and State programs, which are estimated on the basis of the specific terms of the relevant regulations and/or agreements, and accrued as each of the underlying sales transactions is recognized. The provisions are subject to continuous review and adjustment as appropriate based on the most recent information available to management.

4. STANDARDS AND NEW AMENDMENTS AND INTERPRETATIONS TO STANDARDS

A) Changes in accounting policy and disclosures

The accounting policies adopted are consistent with those of the previous financial year except for the following amended IFRSs which have been adopted by the Company as of 1 January 2016:

- **IAS 27 Separate Financial Statements (amended)**

The amendment is effective for annual periods beginning on or after 1 January 2016. This amendment allows entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements and will help some jurisdictions move to IFRS for separate financial statements, reducing compliance costs without reducing the information available to investors. There is no impact on the financial statements of the Company.

- **IAS 1: Disclosure Initiative (amendment)**

The amendments to IAS 1 Presentation of Financial Statements further encourage companies to apply professional judgment in determining what information to disclose and how to structure it in their financial statements. The amendments are effective for annual periods beginning on or after 1 January 2016. The narrow-focus amendments to IAS clarify, rather than significantly change, existing IAS 1 requirements. The amendments relate to materiality, order of the notes, subtotals and disaggregation, accounting policies and presentation of items of other comprehensive income (OCI) arising from equity accounted Investments. There is no impact on the financial statements of the Company.

4. STANDARDS AND NEW AMENDMENTS AND INTERPRETATIONS TO STANDARDS (continued)

- **IAS 16 Property, Plant & Equipment and IAS 38 Intangible assets (Amendment): Clarification of Acceptable Methods of Depreciation and Amortization**

The amendment is effective for annual periods beginning on or after 1 January 2016. The amendment provides additional guidance on how the depreciation or amortization of property, plant and equipment and intangible assets should be calculated. This amendment clarifies the principle in IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, the ratio of revenue generated to total revenue expected to be generated cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. There is no impact on the financial statements of the Company.

- **IAS 19 Defined Benefit Plans (Amended): Employee Contributions**

The amendment is effective for annual periods beginning on or after 1 February 2015. The amendment applies to contributions from employees or third parties to defined benefit plans. The objective of the amendment is to simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. The Company does not have any plans that fall within the scope of this amendment.

- **IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception (Amendments)**

The amendments address three issues arising in practice in the application of the investment entities consolidation exception. The amendments are effective for annual periods beginning on or after 1 January 2016. The amendments clarify that the exemption from presenting consolidated financial statements applies to a parent entity that is a subsidiary of an investment entity, when the investment entity measures all of its subsidiaries at fair value. Also, the amendments clarify that only a subsidiary that is not an investment entity itself and provides support services to the investment entity is consolidated. All other subsidiaries of an investment entity are measured at fair value. Finally, the amendments to *IAS 28 Investments in Associates and Joint Ventures* allow the investor, when applying the equity method, to retain the fair value measurement applied by the investment entity associate or joint venture to its interests in subsidiaries. There is no impact on the financial statements of the Company.

The **IASB has issued the Annual Improvements to IFRSs 2010 – 2012 Cycle**, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 February 2015. There is no impact on the financial statements of the Company.

- ***IFRS 2 Share-based Payment:*** This improvement amends the definitions of 'vesting condition' and 'market condition' and adds definitions for 'performance condition' and 'service condition' (which were previously part of the definition of 'vesting condition').
- ***IFRS 3 Business combinations:*** This improvement clarifies that contingent consideration in a business acquisition that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of IFRS 9 Financial Instruments.
- ***IFRS 8 Operating Segments:*** This improvement requires an entity to disclose the judgments made by management in applying the aggregation criteria to operating segments and clarifies that an entity shall only provide reconciliations of the total of the reportable segments' assets to the entity's assets if the segment assets are reported regularly.
- ***IFRS 13 Fair Value Measurement:*** This improvement in the Basis of Conclusion of IFRS 13 clarifies that issuing IFRS 13 and amending IFRS 9 and IAS 39 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting if the effect of not discounting is immaterial.
- ***IAS 16 Property Plant & Equipment:*** The amendment clarifies that when an item of property, plant and equipment is revalued, the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount.
- ***IAS 24 Related Party Disclosures:*** The amendment clarifies that an entity providing key management personnel services to the reporting entity or to the parent of the reporting entity is a related party of the reporting entity.

4. STANDARDS AND NEW AMENDMENTS AND INTERPRETATIONS TO STANDARDS (continued)

- ➢ ***IAS 38 Intangible Assets:*** The amendment clarifies that when an intangible asset is revalued the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount.

- The **IASB has issued the Annual Improvements to IFRSs 2012 – 2014 Cycle,** which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2016. There is no impact on the financial statements of the Company.

  - ➢ ***IFRS 5 Non-current Assets Held for Sale and Discontinued Operations***: The amendment clarifies that changing from one of the disposal methods to the other (through sale or through distribution to the owners) should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is therefore no interruption of the application of the requirements in IFRS 5. The amendment also clarifies that changing the disposal method does not change the date of classification.
  - ➢ ***IFRS 7 Financial Instruments***: ***Disclosures***: The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. Also, the amendment clarifies that the IFRS 7 disclosures relating to the offsetting of financial assets and financial liabilities are not required in the condensed interim financial report.
  - ➢ ***IAS 19 Employee Benefits***: The amendment clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.
  - ➢ ***IAS 34 Interim Financial Reporting:*** The amendment clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report (e.g., in the management commentary or risk report). The Board specified that the other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time. If users do not have access to the other information in this manner, then the interim financial report is incomplete.

B) Standards issued but not yet effective and not early adopted

- **IFRS 9 Financial Instruments: Classification and Measurement**

The standard is effective for annual periods beginning on or after 1 January 2018, with early application permitted. The final version of IFRS 9 Financial Instruments reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. There is no impact on the financial statements of the Company.

- **IFRS 15 Revenue from Contracts with Customers**

The standard is effective for annual periods beginning on or after 1 January 2018. IFRS 15 establishes a five-step model that will apply to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. The standard’s requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity’s ordinary activities (e.g., sales of property, plant and equipment or intangibles). Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligations; changes in contract asset and liability account balances between periods and key judgments and estimates. There is no impact on the financial statements of the Company.

4. STANDARDS AND NEW AMENDMENTS AND INTERPRETATIONS TO STANDARDS (continued)

- **IFRS 15: Revenue from Contracts with Customers (Clarifications)**

The Clarifications apply for annual periods beginning on or after 1 January 2018 with earlier application permitted. The objective of the Clarifications is to clarify the IASB's intentions when developing the requirements in IFRS 15 *Revenue from Contracts with Customers*, particularly the accounting of identifying performance obligations amending the wording of the "separately identifiable" principle, of principal versus agent considerations including the assessment of whether an entity is a principal or an agent as well as applications of control principle and of licensing providing additional guidance for accounting of intellectual property and royalties. The Clarifications also provide additional practical expedients for entities that either apply IFRS 15 fully retrospectively or that elect to apply the modified retrospective approach. These Clarifications have not yet been endorsed by the EU. There is no impact on the financial statements of the Company.

- **IFRS 16: Leases**

The standard is effective for annual periods beginning on or after 1 January 2019. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e. the customer ('lessee') and the supplier ('lessor'). The new standard requires lessees to recognize most leases on their financial statements. Lessees will have a single accounting model for all leases, with certain exemptions. Lessor accounting is substantially unchanged. The standard has not been yet endorsed by the EU. There is no impact on the financial statements of the Company.

- **Amendment in IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The main consequence of the amendments is that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary. In December 2015 the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting. The amendments have not yet been endorsed by the EU. There is no impact on the financial statements of the Company.

- **IAS 12: Recognition of Deferred Tax Assets for Unrealized Losses (Amendments)**

The Amendments become effective for annual periods beginning on or after 1 January 2017 with earlier application permitted. The objective of the Amendments is to clarify the requirements of deferred tax assets for unrealized losses in order to address diversity in practice in the application of IAS 12 Income Taxes. The specific issues where diversity in practice existed relate to the existence of a deductible temporary difference upon a decrease in fair value, to recovering an asset for more than its carrying amount, to probable future taxable profit and to combined versus separate assessment. These amendments have not yet been endorsed by the EU. There is no impact on the financial statements of the Company.

- **IAS 7: Disclosure Initiative (Amendments)**

The Amendments are effective for annual periods beginning on or after 1 January 2017 with earlier application permitted. The objective of the Amendments is to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The Amendments specify that one way to fulfil the disclosure requirement is by providing a tabular reconciliation between the opening and closing balances in the statement of financial position for liabilities arising from financing activities, including changes from financing cash flows, changes arising from obtaining or losing control of subsidiaries or other businesses, the effect of changes in foreign exchange rates, changes in fair values and other changes. These Amendments have not yet been endorsed by the EU. There is no impact on the financial statements of the Company.

4. STANDARDS AND NEW AMENDMENTS AND INTERPRETATIONS TO STANDARDS (continued)

- **IFRS 2: Classification and Measurement of Share based Payment Transactions (Amendments)**

The Amendments are effective for annual periods beginning on or after 1 January 2018 with earlier application permitted. The Amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, for share-based payment transactions with a net settlement feature for withholding tax obligations and for modifications to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. These Amendments have not yet been endorsed by the EU. There is no impact on the financial statements of the Company.

- **IAS 40: Transfers to Investment Property (Amendments)**

The Amendments are effective for annual periods beginning on or after 1 January 2018 with earlier application permitted. The Amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The Amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. These Amendments have not yet been endorsed by the EU. There is no impact on the financial statements of the Company.

- **IFRIC INTERPETATION 22: Foreign Currency Transactions and Advance Consideration**

The Interpretation is effective for annual periods beginning on or after 1 January 2018 with earlier application permitted. The Interpretation clarifies the accounting for transactions that include the receipt or payment of advance consideration in a foreign currency. The Interpretation covers foreign currency transactions when an entity recognizes a non-monetary asset or a non-monetary liability arising from the payment or receipt of advance consideration before the entity recognizes the related asset, expense or income. The Interpretation states that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration. This Interpretation has not yet been endorsed by the EU. There is no impact on the financial statements of the Company.

The **IASB has issued the Annual Improvements to IFRSs 2014 – 2016 Cycle**, which is a collection of amendments to IFRSs. The amendments are effective for annual periods beginning on or after 1 January 2017 for IFRS 12 Disclosure of Interests in Other Entities and on or after 1 January 2018 for IFRS 1 First-time Adoption of International Financial Reporting Standards and for IAS 28 Investments in Associates and Joint Ventures. Earlier application is permitted for IAS 28 Investments in Associates and Joint Ventures. These annual improvements have not yet been endorsed by the EU. There is no impact on the financial statements of the Company.

- ***IAS 28 Investments in Associates and Joint Ventures:*** The amendments clarify that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is venture capital organization, or other qualifying entity, is available for each investment in an associate or joint venture on an investment-by-investment basis, upon initial recognition.
- ***IFRS 12 Disclosure of Interests in Other Entities:*** The amendments clarify that the disclosure requirements in IFRS 12, other than those of summarized financial information for subsidiaries, joint ventures and associates, apply to an entity's interest in a subsidiary, a joint venture or an associate that is classified as held for sale, as held for distribution, or as discontinued operations in accordance with IFRS 5.

(all amounts are expressed in RON, unless specified otherwise)

5. SALES OF GOODS AND RENDERING OF SERVICES AND RAW MATERIAL EXPENSES

5.1 Turnover

For management purposes, the Company is organized into business units based on its products and services. The company does not have reportable segments.

The Executive Management Committee monitors the operating results of its business as a whole, for the purpose of making decisions about resource allocation and performance assessment. Performance is evaluated based on operating profit or loss, gross profit or loss and is measured consistently with operating profit or loss in the financial statements.

The Company monitors the sales transactions, considering the domestic and the foreign sales.

	01.01-31.12.2016	01.01-31.12.2015
Domestic sales	213,184,411	204,059,180
Sales abroad	206,819,897	192,765,412
Total	**420,004,308**	**396,824,592**
Rendering of services	**31,088,107**	**37,389,469**
Sales of goods, including:	**387,798,794**	**358,028,061**
Sales of finished goods	385,505,158	355,821,156
Sales of goods for resale	13,209,665	15,712,797
Residual products	161,289	200,690
Claw back tax expense	(11,077,317)	(13,706,582)
Other revenues	**1,117,407**	**1,407,063**

Claw back tax

Starting with the last quarter of the financial year ended 31 December 2009, within the pharmaceuticals business, for the companies that are Market Authorization Holders for certain drugs, a new tax has been introduced named the “claw-back tax”.

For the purpose of financing the health expenses, holders of marketing authorizations of medicinal products included in national health programs are required to pay the claw-back tax on a quarterly basis for the concerned medicine sales related to the concerned quarter based on the notifications received by the Company from the National Health Insurance Fund (CNAS).

The contribution (the claw-back tax) must be paid by holders of the medicines marketing authorizations, or their legal representatives, if these medicines are:
- Prescribed within the Romanian healthcare system;
- Used in out-patient treatment (with or without a patient contribution) on the basis of a medical prescription and available through public pharmacies, in hospital treatment, or used as part of medical treatment offered in dialysis centers.

Starting with 2011, the method of claw back tax computation was explained by *Government Emergency Ordinance no, 77 as published in December 2011).* As a result, the quarterly contribution is calculated by applying **a percentage “p”** to the sales made by each Authorization holder (payer of the contribution), percentage p is determined by reference to actual level / value of the consumption of medicines, which are paid for by the National Health Insurance Fund and the budget of the Ministry of Health. The value of percentage “p” and the total consumption of medicines recorded in the statistics of the social health insurance system are communicated to the payers by CNAS by the end of the month which follows the end of the quarter.

(all amounts are expressed in RON, unless specified otherwise)

5. SALES OF GOODS AND RENDERING OF SERVICES AND RAW MATERIAL EXPENSES (continued)

Starting with 2012, the computation was changed by the *Government Emergency Ordinance no, 110 as published in September 2012.* The new computation method is performed based on the information about actual consumption in the market, which is quarterly received by the taxpayer from the National Health Insurance Fund.

The Company presented the claw back related to sales realized during the year as a reduction in Turnover realized during the year.

5.2. Raw material expenses

Raw materials and consumables used	**Note**	**01.01-31.12.2016**	**01.01-31.12.2015**
Raw materials	1	97,008,333	117,055,622
Cost of Goods for resale		8,610,654	10,885,478
Packaging materials	2	38,933,207	36,848,697
Auxiliary materials	3	7,730,145	5,506,420
Utilities	4	8,192,162	8,583,591
Other material expenses	5	6,701,357	4,534,766
Total		**167,175,858**	**183,414,574**

The amounts referenced in the above table at 1, 2, 3 comprise mainly expenses with raw materials and direct materials, packaging and auxiliary expenses used in production. The amounts referenced at 4 – utilities – comprise mainly expenses with energy and water.

This category mainly contains the expenses with materials not stored related to the certification department for the product manufactured in Turkey and India, which will be distributed on the European Union Member State markets and for the certification of the products existing in the Zentiva portfolio. The increase in these expenses is directly linked to the volume of certification services performed by the Company. For additional details, see **Note 20 *Related Party Disclosures***.

During 2016, the cost of raw materials decreased compared to the prior year due to the fact the Company started to acquire and use in its own production to a larger extent raw materials in large volumes, which led to a better negotiation of their purchase price as compared to prior years; this was possible taking into account the Company’s current product portfolio which is different than that from prior years.

(all amounts are expressed in RON, unless specified otherwise)

6. OTHER INCOME / OTHER EXPENSES AND ADJUSTMENTS

6.1 Other operating income

Other operating income	01.01-31.12.2016	01.01-31.12.2015
Gain/ (loss) from disposal of assets	37,288	(109,117)
Services to Sanofi Romania SRL	3,728,857	3,607,319
Other operating income	1,673,958	2,321,062
Total	**5,440,103**	**5,819,264**

The Company recognizes revenues from the reinvoicing of services provided by the employees of Zentiva to Sanofi Romania SRL (sister company) – MHR (Manhour employee fee/ hour).

Under "Other operating income" the Company recognizes as services to Sanofi Romania SRL certain services related to the marketing and promotion of certain services under the Sanofi Aventis brand.

6.2 Other operating expenses

Other expenses	01.01-31.12.2016	01.01-31.12.2015
Services provided by the Group's entities	8,433,430	8,371,586
Promotion/MHR expenses from Sanofi Romania SRL	10,212,483	8,691,621
Repair expenses	7,081,525	4,777,337
Sponsorship	82,946	50,865
License – Zentiva trade mark	6,460,017	6,570,773
Travel expenses	1,451,734	1,438,159
Write-off of inventories	4,164,047	1,004,499
Taxes	5,305,491	6,951,000
Professional fees	694,693	392,573
Telecommunication expenses	800,166	588,457
Fines and penalties	154,766	48,877
Other expenses	33,193,063	28,089,692
Net allowance for inventories and receivables	2,259,841	7,396,724
Total	**80,294,202**	**74,372,163**

Services provided by the Group's entities include a wide variety of support, such as:

Management support services representing the product portfolio management and its development (monitoring, support on transfers, projects to optimize production processes of the Company), for the procurement process (supplier monitoring, negotiations of the major contracts for raw materials), legal support (review and support for international/complex situations related to the Romanian business environment) and financial services (monitoring of sales, support for production cost planning and optimization, definition of production flows for the local production capacity).

Marketing and sale promotion services: support for the launches of new products, monitoring services and local market performance improvement, business plan reviews to support management decisions and the best practices and policies of the Group.

Production and logistics services: support for production flows, management and optimization of transport costs, monitoring and support to optimize the optimization of the local production capacity performance, sharing best practices between the Group companies having production capacities.

(all amounts are expressed in RON, unless specified otherwise)

6. OTHER INCOME / OTHER EXPENSES AND ADJUSTMENTS (continued)

IT support services: maintenance of IS systems (SAP and other common applications used by the all entities from the Group), operational and day-to-day support regarding the IT infrastructure and the used software, management and execution of IT projects relevant at local level.

Promotion expenses comprise mainly the equivalent value of the promotion services performed by the employees of Sanofi Romania SRL for the products existing in Zentiva' s portfolio and distributed by it on the local market. The services are paid based on Man/Hour rates agreed by the parties.

Taxes include other local taxes and the non-deductible VAT related to miscellaneous costs. The decrease in the current year as compared to the prior year is mainly due to the taxes paid by the Company to the state authorities (such as the National Agency for Medicines for registering new medicines produced by the Company).

Other expenses include: expenses for studies and research in the pharmaceutical field, expenses for obtaining the authorization for production, equipment maintenance and repairs, transportation, security, intranet services and other miscellaneous costs. This category also includes the personnel lease services from Lugera and the services reinvoiced by Sanofi Romania SRL depending on the man-hours rate of the employees who have provided services for Zentiva SA, other than the promotion ones presented above. These costs have grown in the current year as compared to the prior year, as they are directly linked to the Company's production activity which has increased in the current year as compared to the prior year.

Repair services include: repair services related to the production equipment and repairs related to the auto vehicle fleet. During 2016, the Company has performed different repair and water insulation works for the raw material warehouse, rehabilitation of the head office sanitary installation as well as for the auto vehicle fleet, which has led to an increase of these costs as compared to 2015.

The Company presents the amounts in relation to increase and use of allowance for inventories and receivables on a net basis under "Other operating expenses", if the net impact is an expense. As of 31 December 2016, the net value of the allowance for inventories and receivables amounting to RON 2,259,841 (2015: RON 7,396,724) is mainly represented by the increase of the receivables provision – for further details please see the comments included in **Note 12: Inventories** and in **Note 13: Trade and other receivables (current).**

6.3 Finance costs

Financial expense	**01.01-31.12.2016**	**01.01-31.12.2015**
Foreign exchange loss expense	2,419,309	1,464,433
Interest expenses	5,863	132,450
Total	**2,425,172**	**1,596,883**

6.4 Finance income

Finance income	**01.01-31.12.2016**	**01.01-31.12.2015**
Foreign exchange gain income	1,651,457	164,640
Interest income	289,497	260,044
Total	**1,940,954**	**424,684**

(all amounts are expressed in RON, unless specified otherwise)

6. OTHER INCOME / OTHER EXPENSES AND ADJUSTMENTS (continued)

6.5 Employee benefits expense

Employee benefits expense	01.01-31.12.2016	01.01-31.12.2015
Wages and salaries	39,860,880	38,474,028
Social security costs	9,602,556	9,332,802
Post-employment and other long-term employee benefits – net impact	(36,000)	1,000
Other short term benefits (*)	1,090,127	1,070,033
Total	**50,517,563**	**48,877,863**

(*) - the expense represents meal tickets granted to employees.

6.6 Marketing and advertising expenses

The Company recognized as expense for marketing and advertising the expenses incurred for TV promos and other types of media advertising.

The Company uses some local media suppliers for these advertising campaigns.

In 2016, the Company concluded advertising agreements with the advertising agency Lion Communication Services for the TV promotion campaigns, the total value of these services being of RON 19,729,003 (2015: RON 14,603,636).

The main campaigns made in 2016 are for the following products:

- Antinevralgic Forte and Sinus;
- Dicarbocalm
- Modafen
- Ibalgin

7. INCOME TAX AND DEFERRED TAX

7.1 Income tax

The major components of income tax expense and the reconciliations between the expenses with the accounting and fiscal tax and profit for the years ended 31 December 2016 and 2015 are:

Tax reconciliation	01.01-31.12.2016	01.01-31.12.2015
Profit before income taxes	**89,462,094**	**59,981,669**
Income taxes calculated at the tax rate applicable in Romania of 16% (2015: 16%)	14,313,935	9,597,067
Non-taxable income	(156,488)	(726,707)
Non-deductible expenses	2,908,208	5,175,581
Fiscal credit	(82,946)	(50,865)
Deferred tax (7.2. /expenses (revenue))	(659,261)	(209,368)
Income taxes reported in the income statement	**16,323,448**	**13,785,708**

(all amounts are expressed in RON, unless specified otherwise)

7. INCOME TAX AND DEFERRED TAX (continued)

Movement in the current income tax during the year	**31.12.2016**	**31.12.2015**
Balance as at 1 January	**3,809,385**	**899,111**
Income tax expenses for the current year	16,982,707	13,995,077
Income tax paid during the year	(16,720,713)	(11,084,803)
Balance as at 31 December	**4,071,379**	**3,809,385**

7.2 Deferred tax

The Company offsets deferred tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities and relate to income taxes levied by the same tax authority.

Deferred tax refers to:

Deferred income tax			**Income statement and equity movement / Retained earnings**	
	31.12.2016	**31.12.2015**	**2016**	**2015**
- Deferred income tax assets				
Employee benefit liability	188,160	176,000	12,160	(1,280)
Provisions, including depreciation for tangible assets	2,275,673	1,799,621	476,052	347,804
Intangibles	8,551	1,034	7,516	1,034
Estimate of the provision for employee's management and for leaves not taken	1,022,404	-	1,022,404	-
Total (a)	**3,494,788**	**1,976,655**	**1,518,133**	**347,558**
- Deferred income tax liabilities				
Property, plant and equipment	(4,417,076)	(3,574,681)	(842,395)	(376,626)
Intangible assets	-	-	-	67,514
Total (b)	**(4,417,076)**	**(3,574,681)**	**(842,395)**	**(309,112)**
Net deferred tax income (a) - (b)	**(922,288)**	**(1,598,026)**	**(675,738)**	**38,446**

The deferred tax – liabilities related to property, plant and equipment is generated by the temporary difference between fiscal and accounting based of the carrying value of the property, plant and equipment and is mainly related to different useful life and depreciation method.

The Company recognizes items in profit and loss account and equity, as follows:

	2016	**2015**
Deferred tax		
Recognized in profit and loss (7.1)	(659,261)	209,368
Recognized in equity	(16,477)	(170,922)
Total	**(675,738)**	**(38,446)**

(all amounts are expressed in RON, unless specified otherwise)

8. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing the net profit for the year by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorization of these financial statements.

9. PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Machinery, tools and equipment	Constructions in progress	Total
Gross Value at 1 January 2015	**11,421,897**	**48,057,191**	**133,170,242**	**10,631,975**	**203,281,305**
Additions	-	-	92,667	12,987,883	**13,080,550**
Disposals	-	(481,216)	(1,192,447)	-	**(1,673,663)**
Transfers from CIP	-	-	15,721,175	(15,721,175)	**-**
Gross value at 31 December 2015	**11,421,897**	**47,575,975**	**147,791,637**	**7,898,683**	**214,688,192**
Depreciation and impairment at 1 January 2015	**(991,003)**	**(278,794)**	**(104,780,790)**	**(1,051,649)**	**(107,102,236)**
Charge for the year	-	(2,217,115)	(8,324,556)	-	**(10,541,671)**
Disposals	-	425,850	1,185,168	-	**1,611,018**
Depreciation and impairment at 31 December 2015	**(991,003)**	**(2,070,059)**	**(111,920,178)**	**(1,051,649)**	**(116,032,889)**
Net book value 31 December 2015	**10,430,894**	**45,505,916**	**35,871,459**	**6,847,034**	**98,655,303**

	Land	Buildings	Machinery, tools and equipment	Constructions in progress	Total
Gross Value at 1 January 2016	**11,421,897**	**47,575,975**	**147,791,637**	**7,898,683**	**214,688,192**
Additions	-	-	-	11,480,257	**11,480,257**
Disposals	-	-	(310,700)	-	**(310,700)**
Transfers from CIP	-	-	6,970,558	(6,970,558)	**-**
Gross value at 31 December 2016	**11,421,897**	**47,575,975**	**154,451,495**	**12,408,382**	**225,857,749**
Depreciation and impairment at 1 January 2016	**(991,003)**	**(2,070,059)**	**(111,920,178)**	**(1,051,649)**	**(116,032,889)**
Charge for the year	-	(1,811,242)	(12,123,677)	-	**(13,934,919)**
Disposals	-	-	272,707	-	**272,707**
Depreciation and impairment at 31 December 2016	**(991,003)**	**(3,881,301)**	**(123,771,148)**	**(1,051,649)**	**(129,695,101)**
Net book value 31 December 2016	**10,430,894**	**43,694,674**	**30,680,346**	**11,356,734**	**96,162,648**

The value of fully depreciated non-current assets as at 31 December 2016 is RON 94,645,636 (2015: RON 93,733,524).

(all amounts are expressed in RON, unless specified otherwise)

9. PROPERTY, PLANT AND EQUIPMENT (continued)

Investments in progress

Included in investments in progress at 31 December 2016 was an amount of RON 12,408,382 (2015: 7,898,683 RON) representing mainly expenditure for the acquisition of production equipment.

The impairment provision amounting to RON 1,051,649 (2015: RON 1,051,649) relates to some amounts for other several investments (SMB Laboratories and a syrup production line) which were incurred in prior periods, not yet finalized and whose recoverability is not certain.

Until 31 December 2016, a part of the investments started during the year and in the prior periods have been completed, being transferred from the category of construction in progress to that of machines and equipment. Their total value amounted to RON 6,970,558 (2015: RON 15,721,175). In addition, during the period January – March 2017, the Company has put into operation investments amounting to RON 3,326,882.

10. INTANGIBLE ASSETS

	Development cost	Other intangible assets	Intangibles in progress and advance payments	Total
Costs as at 1 January 2015	**63,532**	**3,496,583**	**942,457**	**4,502,572**
Additions	-	114,920	233,542	348,462
Transfers	-	273,908	(273,908)	-
Costs as at 31 December 2015	**63,532**	**3,885,411**	**902,091**	**4,851,034**
Amortization and impairment at 1 January 2015	**63,532**	**3,404,125**	**430,583**	**3,898,240**
Amortization during the year	-	103,252	-	103,252
Amortization and impairment at 31 December 2015	**63,532**	**3,507,377**	**430,583**	**4,001,492**
Net amount as at 31 December 2015	**-**	**378,034**	**471,508**	**849,542**
Costs as at 1 January 2016	**63,532**	**3,885,411**	**902,091**	**4,851,034**
Additions	-	-	66,865	66,865
Disposals	-	-	-	-
Transfer	-	242,491	(242,491)	-
Costs as at 31 December 2016	**63,532**	**4,127,902**	**726,465**	**4,917,899**
Amortization and impairment at 1 January 2016	**63,532**	**3,507,377**	**430,583**	**4,001,492**
Amortization during the year	-	156,879	-	156,879
Disposals	-	-	-	-
Amortization and impairment at 31 December 2016	**63,532**	**3,664,256**	**430,583**	**4,158,371**
Net amount as at 31 December 2016	**-**	**463,646**	**295,882**	**759,528**

(all amounts are expressed in RON, unless specified otherwise)

11. OTHER FINANCIAL ASSETS

Starting with September 2013, the Company concluded a cash pooling agreement with Sanofi SA France (the parent entity). In accordance with the contractual terms, the interest rate applied is ROBOR+ 15bp if the Company borrows and ROBOR - 5 bp if the Company makes deposits, respectively.

As of 31 December 2016, the cash pooling account has a debit balance of RON 121,358,219 (2015: 1,323,560 RON).

The debit balance as at 31 December 2016 and 31 December 2015 is presented under the line “Deposits” in Note 14” Cash and short term deposits”.

12. INVENTORIES

Inventories	**31.12.2016**	**31.12.2015**
Merchandise	6,744,607	5,245,212
Finished and semi-finished products	16,737,416	21,003,414
Raw materials and supplies	20,661,901	23,935,660
Package materials	9,780,044	9,428,681
Less:		
Allowance for obsolete inventories	(11,830,765)	(9,536,795)
Total	**42,093,203**	**50,076,172**

Changes in inventory impairment	**31.12.2016**	**31.12.2015**
Balance at 1 January	**(9,536,795)**	**(1,696,562)**
Additions	(2,293,970)	(7,840,233)
Provision used	-	-
Release of provisions	-	-
Balance at 31 December	**(11,830,765)**	**(9,536,795)**

Impairment per inventory category	**31.12.2016**	**31.12.2015**
Finished and semi - finished products	(8,167,605)	(4,551,455)
Raw materials and supplies	(2,497,015)	(3,780,251)
Package materials	(1,166,145)	(1,205,089)
Total	**(11,830,765)**	**(9,536,795)**

The Company recognizes an allowance for slow moving inventories, according to the Company policy. Therefore, as of 31 December 2016, from the total provision of RON 11,830,765, the amount of RON 5,376,943 relates to slow moving items. The difference of RON 6,453,822 represents a specific provision registered by the Company as of 31 December 2016 for the pilot series of medicines that are still in the stage of being approved for commercialization (2015: from the total provision of RON 9,536,795, the amount of RON 3,377,253 represents a provision for slow moving inventories and the RON 6,159,542 difference represents a specific provision for the pilot series of medicines that are still in the stage of being approved for commercialization and for the Helicid product).

The Company does not have any inventories pledged in favor of third parties as of 31 December 2016 and 31 December 2015, respectively.

(all amounts are expressed in RON, unless specified otherwise)

13. TRADE AND OTHER RECEIVABLES (CURRENT)

Trade and other accounts receivable	31.12.2016	31.12.2015
Trade receivables (see aging below)	2,534,658	2,740,758
Trade receivables from related parties (see aging below)	141,263,498	205,277,985
Advances paid	4,328,072	2,828,146
Recoverable taxes	24,896,261	19,312,601
Sundry debtors	579,464	303,503
Prepaid expenses	413,077	498,035
Less:		
Allowance for doubtful trade accounts receivable	(626,561)	(660,690)
Allowance for sundry debtors	(244,814)	(244,814)
Total	**173,143,655**	**230,055,524**

Trade receivables are non-interest bearing and are generally due between 60 and 120 days starting with 1 December 2015 (2015: due between 60 and 240 days)

See below for the movements in allowance:

Allowance	31.12.2016	31.12.2015
Balance at 1 January	**(905,504)**	**(3,382,648)**
Settings	-	-
Provision used	-	-
Reversal of previous years provision	34,129	2,477,144
Balance at 31 December	**(871,375)**	**(905,504)**

As of 31 December 2016, trade receivables amounting to RON 626,561 RON (2015: RON 660,690) were provisioned in full.

As of 31 December 2016, other receivables related to sundry debtors amounting to RON 244,814 were adjusted in full (2015: RON 244,814).

The net movement in the provision for receivables and inventories amounting to RON 2,259,841, representing the expenses as of 31 December 2016 is presented in Note 6.2: Other operating expenses (2015: RON -7,396,724).

The detail of trade receivables based on contractual terms as of 31 December 2016 and as of 31 December 2015, respectively:

Receivables		**Receivables du, but not provisioned**				
	Receivables not due	**1-30 days**	**30-60 days**	**60-180 days**	**>180 days**	**Total**
2016	139,482,205	3,014,674	243,114	324,712	106,890	**143,171,595**
2015	199,747,773	3,822,768	-	2,033,360	1,745,152	**207,358,053**

See Note 22 on credit risk of trade receivables, which discusses how the Company manages and measures credit quality of trade receivables that are neither past due nor impaired.

(all amounts are expressed in RON, unless specified otherwise)

14. CASH AND SHORT TERM DEPOSITS

	31.12.2016	**31.12.2015**
Cash at banks and on hand	1,046,230	841,886
Advance for payment of dividends	5,505,969	5,207,310
Deposits – cash pooling	121,358,219	1,323,560
Total	**127,910,418**	**7,372,756**

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of time between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

As of 31 December 2016, the Company had issued letters of guarantees in favor of third parties for which it had collateral cash amounting to EUR 3,311 and RON 3,557.

As of 31 December 2015, the Company had issued no letters of guarantees in favor of third parties.

As of 31 December 2016, the Company has restricted cash in amount of RON 45,834 (2015: RON 47,431 RON), representing warehouse keeper guarantees.

The amount of RON 5,505,969 included on the “Advance for payment of dividends” line relates to a transfer to the Central Depository for the dividend payment to the minority shareholders (2015: RON 5,207,310).

Starting with September 2013, the Company concluded a cash pooling agreement with Sanofi SA France (the parent entity). In accordance with the contractual terms, the interest rate applied is ROBOR + 15bp if the Company borrows and ROBOR - 5bp if it makes deposits, respectively. The interest received and paid for the cash-pooling transactions during the year amount to RON 288,927 and RON 5,863, respectively (2015: the interest received amounts to RON 245,009 and the interest paid amounts to RON 132,450 RON) and they are presented in Note 6.3 Financial expenses and Nota 6.4 Financial revenues, respectively.

As of 31 December 2016, the cash pooling account has a debit balance of RON 121,358,219 (2015: RON 1,323,560).

As of 31 December 2016 and 31 December 2015, respectively, the Company has a credit facility in amount of RON 10,000,000 at BNP Parribas Bank which is not used; the interest rate is ROBOR 1M + 1.30% pa.

15. ISSUED CAPITAL AND RESERVES

Authorized shares	**31.12.2016**	**31.12.2015**
Ordinary shares of RON 0.1 each	416,961,150	416,961,150

Ordinary shares issued and fully paid	**Number**	**Amount**
At 31 December 2015	416,961,150	41,696,115
At 31 December 2016	416,961,150	41,696,115

(all amounts are expressed in RON, unless specified otherwise)

15. ISSUED CAPITAL AND RESERVES (continued)

Share capital	**31 December 2016**	**31 December 2015**
Issued share Capital	41,696,115	41,696,115
Total share capital	**41,696,115**	**41,696,115**

Share premium

	31 December 2016	**31 December 2015**
Inflated share premium		
Share premium (nominal value)	9,863,684	9,863,684
Inflation related to share premium	15,100,822	15,100,822
Total inflated share premium	**24,964,506**	**24,964,506**

For the conversion to IFRS in accordance with Order 1286/2012, the Company recorded a hyperinflation adjustment for the period 1992 - 2003 when Romania was considered a hyperinflationary economy in relation to both share capital and share premium.

In 2015, the Decision of the General Shareholder's Meeting of 29 April 2015 approved the covering of the accounting loss in an amount RON 273,746,023, resulting from the adjustments generated by the transition to IFRS from the hyperinflation adjustments related to share capital – for further details see the Note Statement of Changes in Equity.

Redeemable shares: The Company has no redeemable shares as at 31 December 2016 (2015: no redeemable shares).

Reserves

Reserves and other components of equity	**31.12.2016**	**31.12.2015**
Retained earnings / (Accumulated Losses)	132,314,433	105,476,271
out of this an amount relating to hyperinflation adjustment	-	-
Retained earnings, excluding hyperinflation adjustment	**132,314,433**	**105,476,271**

Total other reserves included in components of equity comprise of:	**Note**	**31.12.2016**	**31.12.2015**
Legal reserves	B	8,339,223	8,339,223
Other reserves (other funds)	D	96,379,499	90,174,538
Revaluation reserve	C	2,107,876	2,107,876
Retained earnings, excluding hyperinflation adjustment	A	132,314,433	105,476,271
Total Other Reserves		**239,141,031**	**206,097,907**

(all amounts are expressed in RON, unless specified otherwise)

15. ISSUED CAPITAL AND RESERVES (continued)

A) Retained earnings (excluding hyperinflation adjustment) are made up of the following:

	31.12.2016	31.12.2015
Reclassification of distributable reserves to retained earnings	48,854,083	48,854,083
Fiscal facilities (accumulated profit)	917,664	917,664
Retained earnings	4,024,530	4,072,474
Adjustments to IFRS	(2,059,066)	(2,059,066)
Revaluation of fixed assets used as an initial cost and reclassified to retained earnings	7,814,490	7,814,490
Profit/loss for the year	73,138,646	46,195,961
Other equity elements	(375,914)	(319,335)
Total Retained earnings	**132,314,433**	**105,476,271**

B) Legal reserves

The Company set its legal reserve in accordance with the Company Law, which requires that 5% of the annual accounting profit before tax is transferred to “Legal reserve” until the balance of this reserve reaches 20% of the share capital of the Company, Legal reserves are not distributable. As at 31 December 2016 and 31 December 2015, respectively, the Company reached the threshold of 20% of the share capital.

C) Revaluation reserve

A revaluation reserve is considered to be realized when the corresponding asset is disposed of or sold. Once the revaluation reserve becomes realized, it can then be distributed. As of 31 December 2016, the Company recorded the amount RON 2,107,876 (2015: RON 2,107,876).

D) Other reserves

Other reserves comprise of profit appropriation for the periods: 2004-2008, 2012-2013 and 2015, respectively. These reserves are available for distribution as dividends.

E) Fiscal facilities

During the year 2002, the Company benefited from fiscal facilities for the exports performed in an amount of 25,280 RON and for investments done from reinvested profit in value of 892,384 RON.

(all amounts are expressed in RON, unless specified otherwise)

16. DIVIDENDS PAID AND PROPOSED

During 2016, the Company distributed dividends in amount RON 40,000,000 (2015: RON 70,000,000), approved by the decision of the General Shareholders' Meeting on 28 April 2016. These dividends were distributed from the result of the financial year ended as of 31 December 2015, amounting to RON 46,204,961, and the difference RON 6,204,961 was transferred to "Other reserves" – for details, see Note – Statement of Changes in Equity.

Payments were performed during the financial year 2016 in amount RON 37,694,490 (2015: RON 66,130,220), out of which, the amount RON 32,637,320 (2015: RON 56,675,256) was paid to the majority shareholders.

The 2016 dividends will be proposed and declared in the financial year 2017 according to the General Meeting of Shareholders approval and will decrease the retained earnings in 2017.

17. PROVISIONS

Other provisions	31.12.2016	31.12.2015
Provisions for litigations	(411,549)	(1,452,665)
Provisions for taxes	(24,353,670)	(23,053,670)
Other provisions	(3,014,429)	(1,490,906)
Environmental provision	(5,925,487)	(5,925,487)
Total	**(33,705,135)**	**(31,922,728)**

	Provisions for litigations	Provisions for restructuring	Provisions for taxes	Environmental provisions	Other provisions	Total
		-				
As of 1 January 2015	**3,453,204**	**37,500**	**10,509,884**	**5,925,487**	**2,336,888**	**22,262,963**
Additions	56,995	208,500	12,543,786	-	1,490,905	14,300,186
Reversals	(2,057,534)	(246,000)	-	-	(2,336,888)	(4,640,422)
As of 31 December 2015	**1,452,665**	**-**	**23,053,670**	**5,925,487**	**1,490,905**	**31,922,727**
Current	1,041,116	-	18,457,150	1,701,000	1,490,905	22,690,171
Long term	411,549	-	4,596,520	4,224,487	-	9,232,557

	Provision for litigations	Provision for restructuring	Provision for taxes	Environmental provision	Other provisions	Total
As of 1 January 2016	**1,452,665**	**-**	**23,053,670**	**5,925,487**	**1,490,905**	**31,922,727**
Additions	-	-	1,300,000	-	2,164,874	3,464,874
Reversals	(1,041,116)	-	-	-	(641,350)	(1,682,466)
As of 31 December 2016	**411,549**	**-**	**24,353,670**	**5,925,487**	**3,014,429**	**33,705,135**
Current	-	-	18,457,150	2,869,000	3,014,429	24,340,579
Long term	411,549	-	5,896,520	3,056,487	-	9,364,556

17. PROVISIONS (continued)

Provisions for litigations

Movements in provisions for litigations refer to the change in the estimates during the year concerning the Company's litigations in progress and which mainly refer to:

- As at 31 December 2015, the Company had a provision set in relation to a part of the employees restructured in 2014 amounting to RON 1,041,116 RON, representing the value of the salary rights requested by the former Company employees for a period of one year, if they had chances of winning such salary rights in court. During 2016, the Company reversed this provision because all salary rights have been paid to former employees who have won the lawsuits against the Company.
- As of 31 December 2016, the Company has other provisions set for litigations amounting to RON 411,549, relating to:
  (i) a provision in an amount RON 200,000 for the litigation with the Territorial Labor Inspectorate;
  (ii) a provision in an amount RON 154,461 for the litigation of the Company with the owner of a piece of land located in the neighborhood of the Zentiva office representing the costs it should incur for transferring some pipelines crossing its land;
  (iii) a provision in an amount RON 57,088 representing the indemnity to be paid by the Company to the widow of a former employee following a work accident that happened in 1994.

Provisions for taxes

As at 31 December 2016, the Company has set a provision for possible additional taxes and charges which might be found by the Romanian Fiscal Authorities in case of an inspection on the substance, in the framework of the multiple legislative changes, amounting to RON 24,353,670, out of which RON 18,457,150 representing a provision for the clawback tax.

In 2015, the inspection was finalized by the Romanian tax authorities concerning the clawback tax for the period Q4 2009- Q 3 2011. Under the Taxation Decision F-MC 2370/22.12.2015, a clawback tax difference of RON 7,138,845 was determined, late payment surcharges of RON 8,002,185 and late payment penalties of RON 3,316,077. The amounts determined by the inspection for the clawback tax have also been challenged, as have been the additionally determined amounts as late payment surcharges and late payment penalties amounting to a total RON 18,457,107.

In 2016, upon the challenge filed by the Company, ANAF has cancelled the Taxation Decision F-MC 2370 / 12.22.2015 and has ordered a new review of the claw-back tax for the period Q4 2009-Q3 2011.

The provisions for taxes are set for the amounts owed to the State Budget, provided that the respective amounts are not reflected as liability in relation with the State.

Provisions for restructuring

As of 31 December 2016, and 31 December 2015, respectively, the Company has no provisions for restructuring.

Environmental provisions

Environment provisions have been set in amount of RON 5,925,487 representing expenses related to ecological repair / rehabilitation and monitoring of soil and underground waters. These provisions are computed by specialists.

17. PROVISIONS (continued)

Other provisions

This category includes other provisions for risks and expenses related to the Company's activity, amounting to RON 3,014,429 (2015: RON 1,490,905), mainly consisting in the provision set for the first series of products issued and which have been exported on other European Union markets and for which the management estimates a major risk of withdrawal in relation to such series.

18. PENSIONS AND OTHER POST-EMPLOYMENT BENEFIT PLANS

As detailed in the accounting policy, the Company applies a defined benefit plan for the employees. This plan requires the Company to pay the social security contributions for employees to the public pension fund.

The Company, in the normal course of business, makes payments to the Romanian State on behalf of its employees. All employees of the Company are members of the Romanian State pension plan. The Company does not operate any other pension plan or post-retirement benefit plan and, consequently, it has no obligation concerning pensions. In addition, the Company is not under the obligation to provide additional benefits to its former or current employees.

Benefits granted at retirement:

According to the collective labor agreement, the Company grants to its employees on retirement a variable number of salaries depending on length of service in the Company.

According to plan P1, the retirees receive the benefit according to seniority level in the Company, as follows:

a) up to 20 years within the Company, one average gross salary at the unit level;
b) between 20-30 years within the Company, 1 and ½ of the gross average salary at the unit level;
c) over 30 years within the Company, 2 gross average salary at the unit level.

In addition, according to plan P2, when the employees reach the age 50, they receive a benefit according to seniority level in the Company, as follows:

1. 10-20 years within the Company, ½ of the basic salary;
2. Over 20 years within the Company, one basic salary;

Provisions for pensions and similar obligations are estimated based on the collective labor agreement of the Company, by a specialized appraiser – an actuarial expert.

(all amounts are expressed in RON, unless specified otherwise)

18. PENSIONS AND OTHER POST-EMPLOYMENT BENEFIT PLANS (continued)

The following tables summarize the components of net benefit expense recognized in the income statement and the funded status and amounts recognized in the statement of financial position for the respective plan:

Staff retirement indemnities	**31.12.2016** Retirement Indemnity Plan (P1)	**31.12.2016** Jubilee Awards Plan (P2)	**Total 2016**	**31.12.2015** Retirement Indemnity Plan (P1)	**31.12.2015** Jubilee Awards Plan (P2)	**Total 2015**
Benefit obligation at beginning of year	**680,000**	**420,000**	**1,100,000**	**681,000**	**427,000**	**1,108,000**
Current service cost	32,000	25,000	**57,000**	32,000	25,000	**57,000**
Financial cost - interest (on benefit obligation)	29,000	17,000	**46,000**	32,000	19,000	**51,000**
Benefits paid	(110,000)	(43,000)	**(153,000)**	(56,000)	(56,000)	**(112,000)**
Plan curtailments	-	-	**-**	-	-	**-**
Plan amendments	-	-	**-**	-	-	**-**
Actuarial loss (gain) - change in demographic assumptions	112,000	14,000	**126,000**	(9,000)	5,000	**(4,000)**
Actuarial loss (gain) - change in financial assumptions						
Benefit obligation at end of year	**743,000**	**433,000**	**1,176,000**	**680,000**	**420,000**	**1,100,000**
Net Defined Benefit Liability recognized in the statement of financial position	**743,000**	**433,000**	**1,176,000**	**680,000**	**420,000**	**1,100,000**

Movements in actuarial gain	**P1 31.12.2016** Retirement Indemnity Plan (P1)	**P2 31.12.2016** Jubilee Awards Plan (P2)	**Total 2016**	**P1 31.12.2015** Retirement Indemnity Plan (P1)	**P2 31.12.2015** Jubilee Awards Plan (P2)	**Total 2015**
Accumulated actuarial gains/losses at the beginning of the year						
Actuarial (Gains) / Losses due to change in employees experience	**390,000**	**207,000**	**597,000**	**391,000**	**208,000**	**599,000**
Actuarial (Gains) / Losses due to changes in assumptions	-	-	**-**	-	-	**-**
Accumulated actuarial gains/losses at the end of the year	112,000	14,000	**126,000**	(1,000)	(1,000)	**(2,000)**
Assumptions to determine defined benefit obligations:	**502,000**	**221,000**	**723,000**	**390,000**	**207,000**	**597,000**
Discount rate	3.50%	3.50%		4.25%	4.25%	
Rate of compensation increase	3.50%	3.50%		3.50%	3.50%	

Recognized in the financial statements, according to actuarial report	**31.12.2016**	**Total 2016**	**31.12.2015**	**Total 2015**
In profit and loss account	(36,000)	(36,000)	108,000	108,000
In SOCI (as other components of equity, included in Retained earnings)	112,000	112,000	(9,000)	(9,000)

(all amounts are expressed in RON, unless specified otherwise)

19. TRADE AND OTHER ACCOUNTS PAYABLES (CURRENT)

Trade accounts payable	**31.12.2016**	**31.12.2015**
Trade payables	47,784,167	35,421,104
Trade payables related parties	16,581,571	14,121,267
Advances received	123,900	123,823
Other payables	-	1,450
Total	**64,189,638**	**49,667,644**

Other current liabilities	**31.12.2016**	**31.12.2015**
Wages and salaries payable	7,126,500	6,379,167
Social security contributions for salaries	1,233,582	1,028,616
Claw back tax (*)	3,270,392	1,983,899
Other taxes	454,432	406,399
Dividends payable	16,522,196	14,216,686
Other liabilities	1,589,607	2,115,273
Total	**30,196,709**	**26,130,040**

(*) **Claw back**	**31.12.2016**	**31.12.2015**
Initial estimate of the tax liability to the state budget related to the last quarter	3,489,813	2,531,244
Regularization of the clawback tax related to the last quarter, according to the notification received from the CNAS	(219.421)	(547,345)
Total	**3,270,392**	**1,983,899**

The terms and conditions of the financial liabilities mentioned above:

Trade payables are non-interest bearing and are normally settled between 30-90 day terms.

For terms and conditions concerning joint ventures and other related parties, see Note 20.

For explanations on the Company's credit risk management processes, see Note 22.

20. RELATED PARTY DISCLOSURES

20.1 Nature of the relationships with related parties (“affiliated entities and other related parties”)

An entity is “related” to another entity if:

a) directly or indirectly, through one or more entities:
   - it controls or is controlled by the other entity or it is subject to the joint control of the other entity (including the - - parent companies, the subsidiaries or the member subsidiaries);
   - it has an interest in the respective entity, which gives a significant influence on it; or
   - it holds joint control on the other entity;

b) it represents an entity associated to the other entity;
c) it represents a joint venture in which other entity is an associate;
d) it represents a member of the entity or the parent company key management;
e) it represents a close family member of the person mentioned at points a) or d);
f) it represents an entity which is controlled, jointly controlled or significantly influenced or for which the significant voting right in such entity is granted, directly or indirectly, by any of the persons mentioned at points d) or e); or
g) the entity represents a post-employment benefits plan for the other entity employees or for the employees of any other entity related to such entity.

- **Details of other related parties:**

Company name	Nature of relationship	Types of transactions	Country of origin	Headquarter
Zentiva k.s., Praha	Company under joint control	Goods and services purchase / Revenue from services	Czech Republic	Praga
Zentiva Group Praha a.s.	Company under joint control	Services purchase / Revenue from services	Czech Republic	Praga
Zentiva International, a.s.	Company under joint control	Services purchase	Slovakia	Bratislava
Zentiva International, a.s. - Sucursala Bucuresti	Subsidiary of Zentiva International a.s. which is a company under joint control	Goods sale and services rendering	Slovakia	Romania
Zentiva a.s., Hlohovec	Company under joint control	Goods and services purchase / Services rendering	Slovakia	Hlohovec
Zentiva Saglik Urunleri	Company under joint control	Goods and services purchase / Services rendering	Turkey	Istanbul
Sanofi Romania SRL	Company under joint control	Goods sales and services rendering	Romania	Bucharest
Sanofi Winthrop Industries	Company under joint control	Goods and services purchase / Services rendering	France	Gentilly Cedex
Carraig Insurance Limited	Company under joint control	Insurance	Ireland	Dublin
Sanofi SA	Company under joint control	Loan	France	Paris
Sanofi Aventis Bulgaria eood	Company under joint control	Services rendering	Bulgaria	Sofia
Sanofi-Aventis Private Co. Ltd.	Company under joint control	Services rendering	Hungary	Budapest
Sanofi Aventis Groupe	Company under joint control	Services rendering and purchase	France	Antony
Sanofi Aventis Spa	Company under joint control	Services purchase	Italia	Milano
sanofi-aventis Deutshland	Company under joint control	Services purchase	Germania	Frankfurt
Sanofi India Limited	Company under joint control	Services rendering	India	Mumbai
Sanofi Chimie	Company under joint control	Services purchase	France	Sisteron Cedex
Sanofi Aventis S.p.z.o	Company under joint control	Services purchase	Poland	Varsovia
FRM Merial S.A.S	Company under joint control	Goods purchase	France	Lyon
Sanofi Aventis S.A.U	Company under joint control	Services purchase	Spain	Barcelona
Francopia	Company under joint control	Goods purchase	France	Antony Cedex
Sanofi Synthelabo LTD	Company under joint control	Equipment purchases	Anglia	Fawdon Newcastel
Chinoin Private Co. LTD	Company under joint control	Goods sales, Goods purchase	Hungary	Budapest

(all amounts are expressed in RON, unless specified otherwise)

20. RELATED PARTY DISCLOSURES (continued)

20.2 Related parties ("affiliated entities and other related parties") receivables and payables

- **Receivables from related parties ("affiliated entities and other related parties"):**

	Balance at 31 December 2016	Balance at 31 December 2015
Zentiva a.s Bratislava	-	750,222
Zentiva Saglik Urunleri	641,785	382,022
Sanofi Romania SRL	94,149,100	164,547,606
Sanofi India Limited	134,210	183,546
Sanofi Winthrop Industrie	45,537,216	38,334,279
Sanofi-Aventis Private Co. Ltd.	-	131,653
Sanofi Aventis Bulgaria eood	-	84,789
Zentiva ks	170,053	432,371
Sanofi Aventis Groupe	631,134	352,716
Sanofi Aventis Spa	-	24,500
Chinoin Private Co Ltd	-	54,281
Total	**141,263,498**	**205,277,985**

- **Payables to related parties ("affiliated entities and other related parties"):**

	Balance at 31 December 2016	Balance at 31 December 2015
Zentiva A.S. Bratislava	1,076,017	54,738
Zentiva KS Praga	299	-
Zentiva Group	3,211,481	2,967,571
Sanofi Chimie	-	1,066
Carraig Insurance Limited	-	37,402
Sanofi-Aventis Deutschland	4,519	9,778
Sanofi Winthrop Industries	9,362,666	8,001,320
Sanofi Romania SRL	2,749,545	2,088,417
Zentiva Saglik Urunleri	2,000	2,000
Sanofi Aventis Spa	166,286	100,567
Francopia	-	120,495
Sanofi Synthelabo Ltd	-	368,669
Sanofi Aventis Private Co	8,758	369,244
Total	**16,581,571**	**14,121,267**

(all amounts are expressed in RON, unless specified otherwise)

20. RELATED PARTY DISCLOSURES (continued)

20.3 Details regarding transactions with related parties ("affiliated entities and other related parties")

- **Sales of goods and services and / or non-current assets**

	Financial year ended as at 31 December 2016	Financial year ended as at 31 December 2015
Zentiva kS Praga	722,026	863,728
Zentiva AS Hlohovec	2,103,993	5,281,491
Zentiva Saglik Urunleri	3,698,710	4,516,411
Sanofi Romania SRL	218,350,517	210,511,457
Sanofi Winthrop Industrie	194.819.148	178,251,093
Sanofi India Limited	1,710,018	1,459,574
Zentiva Group	114,940	-
Sanofi-Aventis Private Co.Ltd.	-	131,653
Sanofi-aventis Bulgaria EOOD	-	84,789
Sanofi Aventis Groupe	1,665,234	1,459,991
Chinoin Private Co Ltd	20,907	54,281
Total	**423.205.493**	**402,614,468**

The amount of RON 48.761.696 (2015: RON 65,734,417) representing the sales to Sanofi Winthrop Industrie which are related to merchandise produced in Turkey and certified for export within European Union and eliminated from the total sales by the Group due to the fact the Company acted as agent for this type of transactions. The respective sales are offset with the cost of related merchandise.

The sales presented above do not include the impact of the clawback tax, as presented in Note 5.1 Turnover.

- **Purchases of goods and services**

	Financial year ended as at 31 December 2016	Financial year ended as at 31 December 2015
Zentiva AS Hlohovec	55,680	111,100
Zentiva Group	14,893,447	16,762,838
Zentiva Saglik Urunleri	-	-
Sanofi Romania SRL	13,025,448	11,233,758
Sanofi Winthrop Industrie	40.795.720	62,741,583
Carraig	177,559	259,034
Sanofi Chimie	4,952	10,854
sanofi-aventis Deutshland	113,740	72,943
Zentiva k.s.	17,817	419,492
Sanofi Aventis Spa	80,263	84,851
Sanofi Aventis Groupe	-	241,492
Sanofi Synthelabo Ltd	-	325,167
Chinoin Private Co Ltd	75,898	-
Sanofi Aventis Private Co	190,091	366,212
Sanofi Aventis Sp.z.o	-	3,765
Total	**69.430.615**	**92,633,089**

(all amounts are expressed in RON, unless specified otherwise)

20. RELATED PARTY DISCLOSURES (continued)

The amount of RON 48.761.696 (2015: RON 65,734,417) representing the acquisitions from Sanofi Winthrop Industrie which are related to merchandise produced in Turkey and certified for export within European Union and eliminated from the total sales by the Group due to the fact the Company acted as agent for this type of transactions. The respective sales are offset with the cost of related merchandise.

The ultimate parent

The ultimate parent of the Company is Sanofi and is based and listed in France.

There were no transactions other than those already disclosed between the Company and Sanofi during the financial years 2016 and 2015.

Terms and conditions of transactions with related parties

Outstanding balances at the year-end are unsecured and settlement occurs in cash. There have been no guarantees granted or received for any related party receivables or payables.

Each financial year, an assessment is undertaken through examining the financial position of the related party and the market in which the related party operates.

20.4 Compensation of key management personnel of the Company

Administrators, directors and supervisory body

In 2016, the Company paid the following amounts to the members of the Board of Administration ("B.A.") for attendance of regular board meetings:

	Financial year ended as at 31 December 2016	Financial year ended as at 31 December 2015
B.A. Members	173,250	54,000
Total	**173,250**	**54,000**

The Company does not have any obligations regarding pension payments to former C.A. members, executive management and members of the supervisory body as at 31 December 2016.

At year end there were no guarantees or other future obligations undertaken by the Company on behalf of the administrators or directors.

Starting with 16 December 2016, Mr. Gabiel Ioan Prada mandate as independent member of the C.A of Zentiva SA ended. At 31 December 2016, the Company does not have any obligation regarding Mr. Gabriel Ioan Prada and the position was still vacant.

21. COMMITMENTS AND CONTINGENCIES

Rent and leasing expenses – future obligations:

Commitments (RON)	Less than 1 year	Between 1-5 years
ALD Automobile – leasing operational auto	298,086	900,618

Commitments

The company has a rent contract for Gara Herastrau offices, for the following 5 years starting with 1 June 2016. The expenses related to future payments amounts to RON 243,987.

The company has letter of guarantees and cash collateral (Note 14).

Taxation

All amounts due to State authorities for taxes have been paid or accrued at the balance sheet date. The Romanian tax system undergoes a consolidation process and is being harmonized with the European legislation. Different interpretations may exist at the level of the tax authorities in relation to the tax legislation that may result in additional taxes and penalties payable. Where the State authorities have findings from reviews relating to breaches of Romania's tax laws, and related regulations these may result in: confiscation of the amounts in case; additional tax liabilities being payable; fines and penalties (that are applied on the total outstanding amount). As a result the fiscal penalties resulting from breaches of the legal provisions may result in a significant amount payable to the State.

The Company believes that it has paid in due time and in full all applicable taxes, penalties and penalty interests in the applicable extent.

Romanian tax authorities have completed reviews of corporate tax up to April 2004 and VAT up to December 2006.

In Romania, the tax position is open to further verification for 5 years.

Transfer pricing

According to the applicable relevant Romanian tax legislation, the tax assessment of related party transactions is based on the concept of market value for the respective transfers. Following this concept, the transfer prices should be adjusted so that they reflect the market prices that would have been set between unrelated companies acting independently (i.e. based on the "arm's length principle").

It is likely that transfer pricing reviews will be undertaken in the future in order to assess whether the transfer pricing policy observes the "arm's length principle" and therefore no distortion exists that may affect the taxable base of the Romanian tax payer. The Company could not estimate the potential impact of a transfer pricing review.

21. COMMITMENTS AND CONTINGENCIES (continued)

Legal claims (including the estimated value)

As at 31 December 2016, the Company is involved in several litigations, of which the most significant are described below:

- Litigation with an individual for a plot of land located in Voluntari Commune with a surface of 25,000 sq. m. and net book value of RON 991,003. This land is fully impaired since 31 December 2016 (Note 9).
- Litigation with the National Medicines Agency which has ordered a sanction on the Company because of the lack of the documents needed for promoting medicines in pharmacies; to date, the Company has no provision set in this regard because the management considers to win it are very high;
- Litigation with ANAF for challenging the claw-back tax and the penalties computed for the reviewed period Q4 2009-Q3 2011 amounting to RON 18,457,107, for which the Company set a provision for the entire amount as at 31 December 2016 and 31 December 2015, respectively (Note 9). During 2016, upon the challenge filed by the Company, ANAF has cancelled the taxation decision for the additional claw-back tax and penalties payable and has ordered a new review of this tax obligation for the period Q4 2009-Q3 2011.

The Company is also involved in several litigations with the National Health Insurance House following the challenging of the VAT paid in relation to the claw-back tax for the period Q1 2012-Q4 2012 in an amount RON 944 thousand and of the computation manner for the individual consumption communicated for the determination of the clawback tax for the period Q1 2013-Q3 2013. To date, the Company has won in court the recovery of the VAT for the claw-back tax related to Q4 2012 in an amount RON 164 thousand and will investigate in the future the manners in which it may recover this amount or offset it against other tax obligations. The other litigations are pending to date.

During 2016, KJK Fund II, *Fondul de pensii facultative NN Activ*, *Fondul de pensii facultative NN Optim* and *Fondul de pensii Administrat Privat NN* as shareholders of Zentiva SA brought an application to carry out an expertise on certain operations of Company, application based on Article 136 of Law 31/1991 to commercial companies. The applicant's action was dismissed by the Bucharest Tribunal. The plaintiffs have appealed (without it being communicated to Zentiva representatives and without the Court of Appeal to set up term after signing the given financial statements).

The Company’s management considers that the respective litigations will not significantly impact the Company’s operations and financial position and that it set sufficient provisions where there was significant risk.

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company’s principal financial liabilities, other than derivatives, comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company’s operations and to provide guarantees to support its operations. The Company has loan and other receivables, trade and other receivables, and cash and short-term deposits that arrive directly from its operations.

The Company is exposed to credit risk and liquidity risk. The Company’s senior management oversees the management of these risks. It is the Company’s policy that no trading in derivatives for speculative purposes shall be undertaken. The Board of Administration reviews and agrees policies for managing each of these risks which are summarized below.

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise the following types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and trade payables.

The sensitivity analyses in the following sections relate to the position as at 31 December in 2016 and 2015.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates, The Company's exposure to the risk of changes in market interest rates is not significant, as the Company does not have loans as sources of finance.

As of 31 December 2016, the Company does not have short-term loans granted to the parent entity; in September 2013, the Company concluded a cash pooling agreement with the parent entity at a floating interest rate, as presented in Note 11, 14. The Company's exposure to the interest rate risk changes on the market is not significant.

Interest rate sensitivity

Considering that the Company has only loans receivables, short term, the exposure to interest rate fluctuation would not generate a significant impact.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's presentation currency).

The Company has transactions in a currency other than its functional currency (RON).

The risk exposure to other currencies (mainly EUR and USD) is not though very significant and therefore the Company does not hedge this risk through derivative instruments.

(all amounts are expressed in RON, unless specified otherwise)

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

The detail of financial instruments in foreign currencies is presented as follows (amounts are RON equivalents):

31 December 2016	EUR	USD	RON	MDL	GBP	TOTAL
Trade receivables	2.483.494	-	141.022.751	-	-	143,506,245
Other financial assets	-	-	-	-	-	-
Cash and cash equivalents	-	-	127,810,575	99,843	-	127,910,418
Total assets (1)	**2.483.494**	**-**	**268.833.326**	**99,843**	**-**	**271,416,663**
Trade accounts payable	12.482.276	1,835,771	49.868.090	-	3,501	64,189,638
Other current liabilities	-	-	30,196,709	-	-	30,196,709
Total liabilities (2)	**12.482.276**	**1,835,771**	**80.064.799**	**-**	**3,501**	**94,386,347**
Gap (1)- (2)	**(9,998,782)**	**(1,835,771)**	**188,768,527**	**99,843**	**(3,501)**	**177,030,316**

31 December 2015	EUR	USD	RON	MDL	GBP	Total
		-				
Trade receivables	2,130,993	54,439	205,231,310	-	-	207,416,742
Other financial assets	-	-	-	-	-	-
Cash and cash equivalents	-	-	7,237,682	135,074	-	7,372,756
Total assets (1)	**2,130,993**	**54,439**	**212,468,992**	**135,074**	**-**	**214,789,498**
Trade accounts payable	13,551,331	817,108	35,297,881	-	1,324	49,667,644
Other current liabilities	-	-	26,130,041	-	-	26,130,041
Total liabilities (2)	**13,551,331**	**817,108**	**61,427,922**	**-**	**1,324**	**75,797,685**
Gap (1)- (2)	**(11,420,338)**	**(762,669)**	**151,041,070**	**135,074**	**(1,324)**	**138,991,813**

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in the US dollar and EUR exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

	Change in EUR rate (+10%)- Effect in profit before tax	Change in USD rate (+10%)- Effect in profit before tax
2016	(999,878)	(183,577)
2015	(1,047,027)	(76,267)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is rather not exposed to credit risk from its operating activities, as most of its trade receivables are from related parties; the exposure to credit risk from its financing activities, including deposits with banks is not significant, as such deposits are usually overnight, or under 3 months.

Trade receivables

Customer credit risk is managed by the Company subject to its established policy; however the Company considers that the credit risk on trade receivables is low (mainly intercompany receivables).

Outstanding customer receivables are monitored and any shipments to major customers are analyzed.

(all amounts are expressed in RON, unless specified otherwise)

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

The requirement for an impairment is analyzed at each reporting date on intervals to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 13. The Company evaluates the concentration of risk with respect to trade receivables as low.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy, The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 December 2016 is the carrying amounts as illustrated in Note 14.

Liquidity risk

The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool.

The Company does not have long term financing (neither trade, nor finance liabilities).

All of the company's debt will mature in less than one year.

The table below summarizes the maturity profile of the Company's trade receivables based on contractual terms and conditions and of the Company's financial liabilities.

31 December 2016	On demand	<30 days	30-60 days	60-180 days	180-365 days	Total
Trade receivables	139.791.243	3.014.674	243,113	324,712	132,503	**143,506,245**
Other current financial assets	-	-	-	-	-	**-**
Cash and cash equivalents	1,009,089	121,358,219	-	5,543,111	-	**127,910,418**
Total assets (1)	**140,800,332**	**124,372,893**	**243,113**	**5,867,823**	**132,503**	**271,416,663**
Trade accounts payable	23,816,259	23,878,786	5,345,225	6,035,187	4,093,843	**63,169,301**
Total liabilities (2)	**23,816,259**	**23,878,786**	**5,345,225**	**6,035,187**	**4,093,843**	**63,169,301**

31 December 2015	On demand	<30 days	30-60 days	60-180 days	180-365 days	Total
Trade receivables	199,834,962	3,800,839	-	2,033,360	1,747.581	**207,416,742**
Other current financial assets	-	-	-	-	-	**-**
Cash and cash equivalents	841,886	1,323,560	-	5,207,310	-	**7,372,756**
Total assets (1)	**200,676,848**	**5,124,399**	**-**	**7,240,670**	**1,747,581**	**214,789,498**
Trade accounts payable	20,558,942	18,336,670	1,815,096	6,492,670	2,464,266	**49,667,644**
Total liabilities (2)	**20,558,942**	**18,336,670**	**1,815,096**	**6,492,670**	**2,464,266**	**49,667,644**

Capital management

Capital includes equity attributable to the equity holders. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios to support its business and maximize the shareholder's value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2016 and 2015.

23. EVENTS SUBSEQUENT TO THE REPORTING PERIOD

End of October 2016 Sanofi Group announced, after analysis of all options available, to initiate the separation process of its generic medicines division of Europe.

Zentiva SA will be included in the separation process. Sanofi Group goal is to identify a potential buyer, willing to guarantee a sustainable growth for this business in the medium and long-term.

On 15 March 2017 the Company has received from ANAF a draft version of the re-audit fiscal report covering claw back tax for the period Q4 2009- Q3 2011. Considering uncertainties of the re-audit related to timelines, final outcome and potential contestations, at the date of signing these financial statements the current level of provisions for claw back tax as recorded and disclosed in Note 17 to the financial statements is appropriate.

According to the provisions of article 30 of the Accounting Law no. 82/1991

The annual financial statements on December 31, 2016 were drafted for:

Entity: ZENTIVA SA

County: 40—BUCHAREST MUNICIPALITY

Address: BUCHAREST, 3rd District, 50 THEODOR PALLADY Blvd.

Phone : 021.31.73.136

Trade Register number: J40/363/1991

Ownership type; 34—Joint-stock companies

Main activity (NACE code and classification): 2120 – Manufacture of pharmaceutical preparations

Sole registration code: 336206

The Company's Administrator, EMMANUELLE VALENTIN , takes responsibility for drafting the financial statements on December 31, 2016 and confirms that:

a) The accounting policies used for drafting the annual financial statemens are in accordance with the applicable accounting regulations.
b) The annual financial statemens provide a true image of the financial position, the financial performance and of the other information related to the activity carried on.
c) The activity of the legal entity is carried on as a going concern.

Signature

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Building a better working world

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Zentiva S.A.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Zentiva S.A. (the Company), which comprise the statement of financial position as at December 31, 2016, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at December 31, 2016, and of its financial performance and its cash flows for the year then ended in accordance with the Order of the Minister of Public Finance no. 2844/2016, approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent modifications and clarifications.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.
We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to the audit of the financial statements in Romania, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the "Auditor's responsibilities for the audit of the financial statements" section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key Audit Matter	How our audit addressed the key audit matter
Provisions for tax exposures The Company is subject to a tax re-assessment in respects of claw back tax and is also part of some tax litigations in regards to the claw back tax which are not finalised at the end of the reporting period. In addition, the Company business operating model involves a significant number of transactions being concluded with related parties. Given the inherent uncertainties with respect to interpretation of tax regulations, complexities of transfer pricing, changes in tax laws over the few past years and uncertainties over the final outcome of pending tax assessment and litigations, judgement is applied by the management in estimating the final outcome of such tax assessments and litigations and estimates are applied in relation to determination of the tax provisions. Notes 3, 17, 20, 21 and 23 to the financial statements include disclosures made by the Company in regards to these matters. The Company recorded a tax provision of RON 24 million as at December 31, 2016 and disclosed the tax litigations in progress. Tax provisions were significant to our audit because the assessment process is complex and judgemental and amounts are material to the financial statements.	We assessed the recognition and measurement of tax provisions in the financial statements. Our audit procedures included, among others, assessment of latest correspondence of the Company with the tax authorities, obtained letters from the Company's external lawyers on the status of tax litigations in progress and evaluated their responses, involvement of our tax specialists to analyse and corroborate the assumptions used by management to determine the tax provisions and contingencies by considering the relevant tax law requirements and the tax authority assessment practices. In addition, we performed analysis on any material tax implications of related party transactions. Our audit procedures included, among others, involvement of our own tax experts to evaluate the transfer pricing analysis available to the Company for the main related party transactions. We assessed the adequacy of the Company's disclosures in the financial statements in respect of the tax provisions and tax contingencies and litigations.

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Other information

The other information comprises the Anual report of the Board of Directors, but does not include the financial statements and our auditors' report thereon. Management is responsible for the other information.

Our audit opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Order of the Minister of Public Finance no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent modifications and clarifications, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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Report on Other Legal and Regulatory Requirements

Reporting on Information Other than the Financial Statements and Our Auditors' Report Thereon

In addition to our reporting responsibilities according to ISAs described in section "Other information", with respect to the Anual report of the Board of Directors, we have read the Anual report of the Board of Directors and report that:

a) in the Anual report of the Board of Directors we have not identified information which is not consistent, in all material respects, with the information presented in the accompanying financial statements as at December 31, 2016;
b) the Anual report of the Board of Directors includes, in all material respects, the required information according to the provisions of the Ministry of Public Finance Order no. 2844/2016 approving the accounting regulations compliant with the International Financial Reporting Standards, with all subsequent modifications and clarifications, Annex 1 points 15 - 19;
c) based on our knowledge and understanding concerning the entity and its environment gained during our audit of the financial statements as at December 31, 2016, we have not identified information included in the Anual report of the Board of Directors that contains a material misstatement of fact.

On behalf of

Registered with the Chamber of Financial Auditors in Romania
Nr. 77/15 August 2001

Name of signing person: Mihaela Sandu

Registered with the Chamber of Financial Auditors in Romania
Nr. 1610/16 August 2005

Camera Auditorilor Financiari din România
Sandu Mihaela Elena
Nr. 1610

Bucharest, România

27 March 2017