

**Resolution of the Ordinary Shareholders' General Meeting of  
S.C. ZENTIVA S.A.**

**Trade Registry number: J40/363/1991**

**Sole Registration Code: 336206**

**Date: 29 April 2015, 9:00 a.m. – first convening**

The Ordinary Shareholders' General Meeting of S.C. ZENTIVA S.A. (the "Company"), gathered validly in the meeting on 29 April 2015, 9:00 a.m. – first convening, having as reference date 16.04.2015, with a quorum of **91.3237%** of the total registered capital, out of which Venoma Holdings LTD represents 50,9809% of the registered capital, ZENTIVA NV represents 23.9282% of the registered capital, Sanofi-Aventis Europe represents 6.7292% of the registered capital; KJK FUND II SICAV-SIF represents 4,2992% of the registered capital; Fond de Pensii Facultative ING Activ represents 0.1319% of the registered capital; Fond de Pensii Administrat Privat SA represents 4.98% of the registered capital; Fond de Pensii Facultative ING Optim SA represents 0.2641% of the registered capital and other 4 natural person shareholders represent 0.0102% of the registered capital of the Company, for the purpose of approving the items listed in the agenda, decides as follows:

**1. To approve the Company's financial statements for 2014, accompanied by the Management Report of the Board of Directors and the Financial Auditor's Report, with the following main indicators:**

<b>Main indicators</b>	<b>RON</b>
Net turnover	394.072.623
Total revenues	397.909.252
Total expenditure	333.462.409
Gross profit	64.446.843
Net profit	54.242.886

The resolution was adopted with 358,368,426 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes: 358,368,426;  
- Negative votes: 30;  
- Abstentions: 22,415,986;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

**2. Approval of the covering of the accounting loss amounting 273,746,023 RON, registered in the Reported Result as a result of IFRS standards implementation, as follows:**  
- with the amount of 259,608,187 RON registered in the account no. 1028 representing Adjustments in the share capital;  
- with the amount of 14,137,836 RON, registered in the account no. 1178, representing Reported result generated from the use of the fair value as presumed account.

The resolution was adopted with 358,367,760 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes: 358,367,760;  
- Negative votes: 0;  
- Abstentions: 22,416,682.

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

**3. Approval of the distribution of the net profit for 2014, amounting 54,242,886 RON, to be distributed as dividends (the proposed gross value of the dividend is RON 0,13009 per share). Dividends payment date shall be July 9, 2015. The actual terms and distribution methods will be included in a procedure to be brought to the knowledge of shareholders prior to the dividend payment dates.**

The resolution was adopted with 380,784,412 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes:	380,784,412;
- Negative votes:	0;
- Abstentions:	30;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

**4. Approval of the distribution of the amount of 15,757,114 RON from the distributable reserves as dividends (the proposed gross value of the dividend is RON 0,03779 per share). Dividends from the distributable reserves will be cumulated with the one resulted from the net profit for 2014 and payment date shall be July 9, 2015. The actual terms and distribution methods will be included in a procedure to be brought to the knowledge of shareholders prior to the dividend payment dates.**

The resolution was adopted with 380,784,442 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes:	380,784,442;
- Negative votes:	0;
- Abstentions:	0;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

**5. To approve the Annual Report, in compliance with the provisions of Article 227, paragraph 4 of Law no. 297/2004 on Capital Markets.**

The resolution was adopted with 340,442,318 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes:	340,442,318;
- Negative votes:	30;
- Abstentions:	40,342,094;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

**6. To approve the Revenue and Expenditure Budget for the 2015 financial year, with the following main indicators:**

Main indicators	Mil RON
Net turnover	404.7
Operation expenses	339.9
Operation results	64.8

The resolution was adopted with 358,368,456 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes	358,368,456;
- Negative votes	30;
- Abstentions:	22,415,968;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

**7. To approve the annual remuneration of the Company's Directors for the 2015 financial year, as follows:**

- (i) in a gross amount of RON 54,000 / year – for the independent Director;
- (ii) free of charge mandates for the rest of the Board Members;

The resolution was adopted with 340,442,318 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes:	340,442,318;
- Negative votes:	17,962,138;
- Abstentions:	22,425,986;

**8. To approve discharge of administration of the Board of Directors' members for the 2014 financial year.**

The resolution was adopted with 340,442,318 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes:	340,442,318;
- Negative votes:	40,342,053;
- Abstentions:	71;

Votes were secret and were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

**9. To approve dissolution of the work unit of S.C. Zentiva S.A., located in Bucharest, 5th District, 80 Izvor Street, floors no. 8 and 9 (office activities).**

The resolution was adopted with 358,367,790 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes:	358,367,790;
- Negative votes:	666;
- Abstentions:	22,415,986;

Votes were secret and were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

**10. To approve Set-up of a work unit of S.C. Zentiva S.A. in Bucharest, 2nd District, 4 Gara Herastrau Street, 9th floor (office activities);**

The resolution was adopted with 358,368,426 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes:	358,368,426;
- Negative votes:	30;
- Abstentions:	22,415,986;

Votes were secret and were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

**11. To approve the date of June 19, 2015 as date for the identification of shareholders that are affected by the resolution of the Ordinary Shareholders' General Meeting, according to the provisions of Article 238, paragraph 1 of Law no. 297/2004 on Capital Markets.**

The resolution was adopted with 380,784,341 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes:	380,784,341;
- Negative votes:	30;
- Abstentions:	71;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

**12. Establishment of the date of June 18, 2015 as ex date, in compliance with the provisions of Regulation no. 1/2006 as amended by the Regulation no. 13/2014.**

The resolution was adopted with 380,784,341 votes, out of a total number of 380,784,442 votes validly expressed as follows:

- Affirmative votes:	380,784,341;
- Negative votes:	30;
- Abstentions:	71;

Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

The number of shares for which valid votes were expressed was 380,784,442, representing 91.3237% of the registered capital.

The total number of votes validly expressed was 380,784,442.

**Christophe Gourlet**  
Chairman of the Shareholders' General Meeting

**Anda Teampau**  
Secretary of the Shareholders' General Meeting