

**CONVOCATION**

**Of Ordinary General Meeting of the Shareholders  
of ZENTIVA S.A.,  
Registered under J40/363/1991, Unique Registration Code 336206**

In compliance with Law no. 31/1990 republished, the Board of Directors of S.C. ZENTIVA S.A., with registered seat in 50 Theodor Pallady Blvd., 3<sup>rd</sup> District, Bucharest (the “*Company*”), gathered today, March 22, 2018, convenes the Ordinary General Meeting of Shareholders for **April 26, 2018, 09.00 a.m.**, at the Company’s seat, for all shareholders registered in the Shareholders’ Register, as reference date, at the end of April 17, 2018.

In the event of failure to meet the statutory validation requirements set out under the Articles of Incorporation, the Ordinary General Meeting of Shareholders will be rescheduled on April 27, 2018, 09.00 a.m., at the same time and place and with the same agenda and having the same reference date, at the end of April 17, 2018.

**The agenda of this meeting** is:

- 1. Approval of the 2017 financial statements;**
- 2. Approval of the distribution of the net profit for 2017;**
- 3. Approval of the Revenue and Expenditures Budget for 2018;**
- 4. Determining the annual remuneration of the Company’s directors for the 2018 financial year;**
- 5. Discharge of administration of the board of directors’ members for the 2017 financial year;**
- 6. Establishment of the date of May 25, 2018 as the date of identification of the shareholders being affected by the resolution;**
- 7. Establishment of the date of May 24, 2018 as ex date.**

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 shareholders may attend the general meeting upon proving their identity, in the case of shareholders – individuals with their I.D., and in the case of shareholders – legal entities and of shareholders – represented individuals, with special or general power of attorney given to the individual representing them.

The general power of attorney may be granted for a period of no more than 3 years, for all items on the agenda of the General Meeting of Shareholders.

The special power of attorney may be granted for representation at a single General Meeting of Shareholders and must contain the vote expressed by the shareholder according to the agenda.

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 on April 24, 2018, 9.00 a.m., at the latest. The power of attorney may also be delivered in electronic format, via e-mail at the address: [cristian.tudose@zentiva.ro](mailto:cristian.tudose@zentiva.ro), 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 by April 24, 2018, 9.00 a.m.

The shareholders may also be represented by a special power of attorney in pdf format having incorporated an extended electronic signature, in compliance with the provisions of Law no. 455/2001, power of attorney which may also be delivered in electronic format, via e-mail at the address: [cristian.tudose@zentiva.ro](mailto:cristian.tudose@zentiva.ro), by April 24, 2018, 9.00 a.m.

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 by April 24, 2018, 9:00a.m., at the latest.

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, as of March 26, 2018. The special power of attorney form, as well as the form for vote by correspondence will also be available in the English language.

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 by April 6, 2018.

In addition, one or more shareholders, holding individually or jointly at least 5% of the share capital, are entitled to present draft decisions for the items included or proposed to be included on the agenda of the general meeting, right which may be exercised in writing at the Company's seat, by the end of April 6, 2018.

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 April 17, 2018, at the latest.

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

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 Ordinary General Meeting of Shareholders of April 26/27, 2018*".

Further information may be acquired at the Company's seat or by calling 0372173557.

**Emmanuelle Valentin**  
**Chairman of the Board of Directors**