

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

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

**Sole Registration Code: 336206**

**Date: 26(27) April 2018, 9:00 a.m. – first/second convening**

The Ordinary Shareholders' General Meeting of S.C. ZENTIVA S.A. (the "Company"), gathered validly in the meeting on 26(27) April 2018, 9:00 a.m. – first(second) convening, having as reference date 17.04.2018, with a quorum of .....% of the total registered capital, out of which ..... represents .....% of the registered capital, and other shareholders represent .....% of the registered capital of the Company, for the purpose of approving the items listed in the agenda, decides as follows:

**1. Approval of the 2017 financial statements;**

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

- Affirmative votes: .....
- Negative votes: .....
- Abstentions: .....

**2. Approval of the distribution of the net profit for 2017 to the company retained earnings. Therefore no dividends will be distributed to the shareholders from 2017 net profit.**

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

- Affirmative votes: .....
- Negative votes: .....
- Abstentions: .....

**3. Approval of the Revenue and Expenditures Budget for 2018;**

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

- Affirmative votes: .....
- Negative votes: .....
- Abstentions: .....

**4. Determining the annual remuneration of the Company's directors for the 2018 financial year;**

- (i) an annual remuneration of RON 54,000 for the independent director;

**(ii) free of charge mandates for the rest of the Board Members;**

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

- Affirmative votes: .....
- Negative votes .....
- Abstentions: .....

**5. Discharge of administration of the board of directors' members for the 2017 financial year;**

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

- Affirmative votes: .....
- Negative votes .....
- Abstentions: .....

**8. Establishment of the date of May 25, 2018 as the date of identification of the shareholders being affected by the resolution**

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

- Affirmative votes: .....
- Negative votes .....
- Abstentions: .....

**9. Establishment of the date of May 24, 2018 as ex date**

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

- Affirmative votes: .....
- Negative votes .....
- Abstentions: .....

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 ....., representing .....% of the registered capital.

The total number of votes validly expressed was .....

.....  
*Chairman of the Shareholders' General Meeting*

.....  
*Secretary of the Shareholders' General Meeting*