

**Project of Resolution of the Extraordinary Shareholders' General Meeting of
S.C. ZENTIVA S.A.
Trade Registry number: J40/363/1991
Sole Registration Code: 336206
Date: 14(15).11.2018, 9:00 a.m. – first/second convening**

The Extraordinary Shareholders' General Meeting of ZENTIVA S.A. (the "Company"), gathered validly in the meeting on 14(15).11.2018, 9:00 a.m. – first(second) convening, having as reference date 02.11.2018, 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 following transaction:

Transfer from Sanofi Romania SRL to Zentiva SA of the know-how regarding the distribution (including marketing and sale) of pharmaceutical generic products, as well as the conclusion by the Company of the agreement related to such transfer, as per the informative materials made available to the shareholders.

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

- Affirmative votes:;
- Negative votes:;
- Abstentions:

2. The General Manager of the Company is empowered by the Assembly to carry out all actions in order to implement the decision under item 1, and also to sign on behalf of the company all the documents necessary for this purpose, observing the coordinates specified in point 1.

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

- Affirmative votes:;
- Negative votes:;
- Abstentions:

3. Establishment of the date of December 3, 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:

4. Establishment of the date of November 29, 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

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Chairman of the Shareholders' General Meeting

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Secretary of the Shareholders' General Meeting