



Project of Resolution
of the Extraordinary Shareholders' General Meeting of ZENTIVA S.A.
Trade Registry number: J40/363/1991
Sole Registration Code: 336206
Subscribed and paid share capital: RON 41,696,115
Date: 30 April/ 2 May 2019, 11:00 a.m. – first/second convening

The Extraordinary Shareholders' General Meeting of ZENTIVA S.A. (the “**Company**”), gathered validly in the meeting on **30 April/ 2 May 2019**, 11:00 a.m. – first/second convening, having as reference date **18 April 2019** (“**EGMS**”), with a quorum of _____% of the total registered share capital, out of which _____ represents _____% of the registered capital and other shareholders represent _____% of the registered capital of the Company, without the participation of other shareholders at the EGMS, for the purpose of approving the items listed in the agenda, decides as follows:

1. Approval of Company's share capital increase with a total maximum amount of RON 30,000,000, by in-cash contribution, from the amount of RON 41,696,115 and up to RON 71,695,115, by issuance of 300,000,000 new shares (the “**New Shares**”), with a nominal value of RON 0.1 per share (the “**Share Capital Increase**”), which will be offered for subscription under the following conditions:
 - a) The New Shares will be offered for subscription, within the preference rights, to shareholders registered in the in the Company's shareholders' registry held by Depozitarul Central S.A., at the registration date of 16 May 2019.
 - b) Shares remaining unsubscribed after the period for exercising the preference rights for New Shares, will be canceled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase.
 - c) The number of preference rights issued will be equal to the number of shares issued by the Company, registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 16 May 2019; each shareholder registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 16 May 2019, will receive a number of preference rights equal with the number of shares held.
 - d) For subscription of one New Share during the period of exercise of preference rights, a shareholder must hold 1.3898 preference rights. A shareholder of the Company registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 16 May 2019, may purchase a maximum number of New Shares calculated by dividing the number of preference rights held by the number of preference rights needed to subscribe one New Share (1.3898). In the case that the maximum number of shares that can be subscribed during the period of exercise of preference rights (resulting from the above calculation) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower natural number.
 - e) The subscription price for the New Shares will be equal to their nominal value, *i.e.*, RON 0.1 per share.

- f) The period for exercising the right of preference will be one month from the date established in the proportionate prospectus to be prepared in connection with the Share Capital Increase and will begin at a date after the registration date corresponding to the Share Capital Increase and the date of publication of the EGMS decision in the Official Gazette.
- g) The preference rights will not be admitted to trading and, respectively, traded.
- h) All the details necessary for the shareholders to exercise their preference rights (such as the subscription procedure, subscription period, payment procedure and method, subscription validation, subscription form and allocation rights) will be included in the proportionate prospectus to be approved by the Financial Supervisory Authority (the "FSA").
- i) The Share Capital Increase is made to ensure the implementation of the Company's development plans.

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

- Affirmative votes: _____
- Negative votes: _____
- Abstentions: _____

2. Authorisation of the Board of Directors to issue any decision and to carry out any acts and deeds which are necessary, useful and/or desirable for implementing the Share Capital Increase, including with respect to:
- (i) selecting the intermediary and the paying agent for the Share Capital Increase, ensuring the drafting, approval by the FSA and publication of the proportionate prospectus as it will be approved by the FSA, acknowledging the final amount of the Share Capital Increase, cancelling the unsubscribed New Shares, ensuring the listing on the Bucharest Stock Exchange of newly issued shares, amendment of the Articles of Association in order to reflect the Company's new share capital following the completion of the Share Capital Increase;
 - (ii) the negotiation, approval and execution of any documents related to the Share Capital Increase, including any agreements with intermediaries and advisors, certificates, affidavits, registers, notices, addenda and any other acts and documents which are necessary, to fulfil any formalities and to authorise and/or to execute any other actions which are necessary in order to give full effect to the Share Capital Increase; and
 - (iii) representation of the Company in front of any relevant authorities and institutions (such as the Trade Registry Office, FSA, BSE, Central Depository) for the registration of the Share Capital Increase.

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



- Affirmative votes: _____
- Negative votes: _____
- Abstentions: _____

3. Approval of the entering into, signing and execution by the Company of the following documents (the “**Factoring Documents**”):

- (i) a receivables purchase agreement (the “**Receivables Purchase Agreement**”) between the Company, as assignor and Romanian seller and Factofrance SA, a company incorporated under the laws of France as a société anonyme and licensed as an établissement de crédit, whose registered office is located at Tour D2, 17bis, place des Reflets, 92988 Paris-La Défense Cedex, France, registered with the Trade and Companies Registry of Nanterre under number 063 802 466, as assignee (the “**Factor**”); based on the Receivables Purchase Agreement, the Company will accede to and enter into a pan-European master factoring agreement originally dated 24 January 2019 entered into between, among others, Zentiva France and Zentiva K.S. as original sellers, AI Sirona (Luxembourg) Acquisition S.À R.L. as parent company, and the Factor (the “**Factoring Agreement**”); and
- (ii) a movable mortgage agreement over certain bank accounts and the funds and proceeds of such bank accounts (the “**Mortgage over Bank Accounts Agreement**”) with the Factor, as mortgagee, in order to grant control over such bank accounts to the Factor and to secure the obligations that are, or which may at any time in the future be or become, owing by the Company under the agreements mentioned under point (i) above and the other finance documents ancillary to it.

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

- Affirmative votes: _____
- Negative votes: _____
- Abstentions: _____

4. Authorisation of Mrs. Simona Cocos and Mr. Francisc Koos, with the right to sub-delegate, to individually act in the name and on behalf of the Company in order to carry out any acts and deeds which are necessary, useful and/or desirable for effecting and executing the Factoring Documents, including with respect to:

- (i) negotiate, enter into, draft, sign, perfect, execute, deliver, dispatch, amend or complete where appropriate, and in general, to perform any and all documents or notices required for implementing the resolution mentioned at point **Error! Reference source not found.** above, which would fall under the responsibility of the Company; submit and/or receive in the name and on behalf of the Company any and all documents required for the implementation thereof;
- (ii) represent the Company, in person or through proxies, with full powers and authority in front of the notary public and of any other authorities (including, without limitation, the Electronic Archive for Securities on Movable Property, the

Trade Registry, the National Bank of Romania) or relevant third parties and to carry out all the required formalities regarding the registration and implementation of the resolution provided under point 4 hereinafter with any registrars or authorities and to take any other action, execute and amend any document and to perform any formalities necessary, advisable and desirable in order to give full effect to the matters decided under point 4 hereinafter; and

- (iii) generally to do all and any acts, actions and things which she/he shall consider necessary or advisable in the interest of the Company for the purpose of effecting the aforesaid operations, and exercise any other incidental rights and powers necessary for acting for and on behalf of the Company.

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

- Affirmative votes: _____
- Negative votes: _____
- Abstentions: _____

5. Approval of an additional secondary object of activity for the Company, corresponding to the NACE Code 8291 (8291 Activities of collection agencies and credit bureaus) and the corresponding amendment of the Articles of Association in order to reflect this change, by including at article 5.3 of the Articles of Association the following activity: “*NACE Code 8291 Activities of collection agencies and credit bureaus.*”

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

- Affirmative votes: _____
- Negative votes: _____
- Abstentions: _____

6. Approval of 16 May 2019 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 86 (1) of Law no. 24/2017 and the date of 15 May 2019 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018.

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

- Affirmative votes: _____
- Negative votes: _____
- Abstentions: _____

7. Approval of 15 May 2019 as the guaranteed participation date, as defined by art. 2 para. (2) letter j) of the Regulation no. 5/2018 and the date of 17 May 2019 as the payment date, as defined by art. 2 para. (2) letter h) of the Regulation no. 5/2018.



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

- Affirmative votes: _____
- Negative votes: _____
- Abstentions: _____

8. Authorisation of the Board of Directors and/or of any member of the Board of Directors and/or of the Company's General Manager, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolutions of the EGMS of the Company, to file, to request the publication of the resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the resolutions which will be adopted by the EGMS.

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 share capital.

The total number of votes validly expressed was _____.

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Chairman of the Extraordinary Shareholders' General Meeting

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Secretary of the Extraordinary Shareholders' General Meeting