



## MEMO

### Concerning the items on the agenda of the Ordinary General Meeting of Zentiva S.A. (the “Company”) which will take place on 30 April (2 May) 2019, at 10:00 AM

**ZENTIVA S.A.** is a joint stock company registered with the Bucharest Trade Registry under no. J40/363/1991, sole registration code 336206, having its headquarters located at 50 Theodor Pallady Blvd., district 3, Bucharest (hereinafter referred to as the “Company”).

The Board of Directors of the Company has put forward for the shareholders’ approval in the Ordinary General Meeting of Shareholders (the “OGMS”), *inter alia*, the following items:

1. *Approval of the annual financial statements prepared for the financial year ended 31 December 2018, together with the Directors’ Annual Report and the Independent Auditor’s Report.*

The annual financial statements prepared for the financial year ended 31 December 2018, together with the Directors’ Annual Report and the Independent Auditor’s Report have been published on the Company’s website, at <https://www.zentiva.ro/investors>.

2. *Approval of the income and expenses budget for the financial year 2019.*

The income and expenses budget for the financial year 2019 has been published on the Company’s website, at <https://www.zentiva.ro/investors>.

3. *Approval of the allocation of the net profits of the Company for the financial year ended 31 December 2018, determined in accordance with the applicable laws, to reserves, as detailed and presented in the supporting materials.*

The Board of Directors puts forward to shareholder approval the following proposal on the allocation of net profits: the entire net profit of the financial year ended 31 December 2018, shall be transferred to retained earnings in the account 117 “Retained earnings”, being at company’s disposal until further decision.

Such proposal is made with the view of allowing, *inter alia*, the implementation of the Company’s development plans, as they are currently in place and set out in the Company’s budget for the year 2019, or as they will be further developed in the future by the Company’s Board of Directors and management and, as the case may be, approved by the Company’s general meeting of shareholders. The Company’s development plans may refer, but without being limited, to research and development, manufacture, distribution and sales in the pharmaceutical field.

- 3.a. *Approval of the transfer of the full net profit of the Company for the financial year ended 31 December 2018, determined in accordance with the applicable laws, to the reported result in the 117 accounting account “Reported result” at the Company’s disposal until a further decision.*

The vote on this item on the OGMS agenda will be alternative to the vote on point 3 of the OGMS agenda above.

The Board of Directors puts forward to shareholder approval the following proposal on the allocation of net profits: the entire net profit of the financial year ended 31 December 2018, shall be transferred to retained earnings in the account 117 “Reported result”, being at company’s disposal until further decision.



Such proposal is made with the view of allowing, *inter alia*, the implementation of the Company's development plans, as they are currently in place and set out in the Company's budget for the year 2019, or as they will be further developed in the future by the Company's Board of Directors and management and, as the case may be, approved by the Company's general meeting of shareholders. The Company's development plans may refer, but without being limited, to research and development, manufacture, distribution and sales in the pharmaceutical field.

4. *Establishing the remuneration for the members of the Board of Directors for the financial year 2019 at a maximum aggregate limit of RON 1,830,785.*

The aggregate limit will be used for the remuneration of the Company's independent director, as well as of the Company's executive directors. The proposed level of remuneration should be sufficient to attract, retain and motivate the relevant members of the Board of Directors, as skilful and experienced professionals. The remuneration is based on the principle of fair rewards and motivation for the relevant members of the Board of Directors.