



**Project of Resolution
of the Ordinary 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, 10:00 a.m. – first/second convening**

The Ordinary Shareholders' General Meeting of ZENTIVA S.A. (the “Company”), gathered validly in the meeting on **30 April/ 2 May 2019**, 10:00 a.m. – first/second convening, having as reference date **18 April 2019** (the “OGMS”), with a quorum of _____% of the total registered share capital, out of which _____ represents _____% of the registered share capital of the Company and other shareholders represent _____% of the registered capital of the Company, without the participation of other shareholders at the OGMS, for the purpose of approving the items listed in the agenda, decides as follows:

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 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 income and expenses budget for the financial year 2019.

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

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

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

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

4. Approval of the discharge of liability of the members of the Board of Directors for the financial year 2018.

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

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

5. 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 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 OGMS, in accordance with the provisions of art. 86 para. (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. 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 OGMS 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 OGMS.**

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 Ordinary Shareholders' General Meeting

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