

ZENTIVA

Resolution of the Ordinary Shareholders' General Meeting of

ZENTIVA S.A.

Trade Registry number: J40/363/1991

Sole Registration Code: 336206

Date: 7 March 2019, 10:00 a.m. – first convening

The Ordinary Shareholders' General Meeting of ZENTIVA S.A. (the "**Company**"), gathered validly in the meeting on 7 March 2019, 10:00 a.m. – first convening, having as reference date 22 February 2019, with a quorum of 93.28% of the total registered capital, out of which Zentiva Group a.s. represents 93.28% of the registered capital (representing 388,931,210 voting rights), with no other shareholders participating to the meeting, for the purpose of approving the items listed in the agenda, decided as follows:

1. Approval of appointment of the following members within the Board of Directors:

- Mr. Lasserre Xavier Pierre Christian for a mandate valid until 21 March 2023

The resolution was adopted with 388,931,210 votes (secret vote), out of a total number of 388,931,210 votes validly expressed as follows:

- Affirmative votes: 388,931,210;
- Negative votes 0;
- Abstentions: 0;

- Mr. Blery Carol Jean Noel for a mandate valid until 21 March 2023

The resolution was adopted with 388,931,210 votes (secret vote), out of a total number of 388,931,210 votes validly expressed as follows:

- Affirmative votes: 388,931,210;
- Negative votes 0;
- Abstentions: 0;

- Mrs. Cocoş Simona for a mandate valid until 21 March 2023

The resolution was adopted with 388,931,210 votes (secret vote), out of a total number of 388,931,210 votes validly expressed as follows:

- Affirmative votes: 388,931,210;
- Negative votes 0;
- Abstentions: 0;

- Mrs. Tănase Margareta for a mandate valid until 21 March 2023

The resolution was adopted with 388,931,210 votes (secret vote), out of a total number of 388,931,210 votes validly expressed as follows:

- Affirmative votes: 388,931,210;

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- Negative votes 0;
- Abstentions: 0;

- Mr. Marchand Francois Noel for a mandate valid until 21 March 2023

The resolution was adopted with 388,931,210 votes (secret vote), out of a total number of 388,931,210 votes validly expressed as follows:

- Affirmative votes: 388,931,210;
- Negative votes 0;
- Abstentions: 0;

2. Establishment of 26 March 2019 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the OGMS and the date of 25 March 2019 as “ex-date”.

The resolution was adopted with 388,931,210 votes, out of a total number of 388,931,210 votes validly expressed as follows:

- Affirmative votes: 388,931,210;
- Negative votes 0;
- Abstentions: 0;

3. 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, to execute any documents, as well as to carry out any formalities for implementing and ensuring the opposability of the resolutions which will be adopted by the OGMS.

The resolution was adopted with 388,931,210 votes, out of a total number of 388,931,210 votes validly expressed as follows:

- Affirmative votes: 388,931,210;
- Negative votes 0;
- Abstentions: 0;

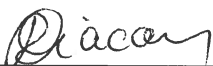
Votes were given on a voting paper provided to the shareholders by the Technical Secretary of the Meeting.

The number of shares for which valid votes were expressed was 388,931,210 representing 93.28% of the registered share capital.

The total number of votes validly expressed was 388,931,210.



Chairman of the Shareholders’ General Meeting



Secretary of the Shareholders’ General Meeting