

ZENTIVA

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 69,701,704

Date: 29 April 2020, 10:00 a.m. – first convening

The Ordinary Shareholders' General Meeting of ZENTIVA S.A. (the "Company"), gathered validly in the meeting on **29 April 2020, 10:00 a.m. – first convening**, having as reference date **20 April 2020** (the "OGMS"), with a quorum of 95.9486% of the total registered share capital, out of which Zentiva Group a.s. represents 95.9486% of the registered share capital of the Company (representing 668,778,101 voting rights), 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 2019, together with the Directors' Annual Report and the Independent Auditor's Report.

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes	0
- Abstentions:	0

2. Approval of the income and expenses budget for the financial year 2020.

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes	0
- Abstentions:	0

3. Approval of the allocation of the full net profit of the Company after distribution to the legal reserve for the financial year ended 31 December 2019, 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 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes	0
- Abstentions:	0

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4. Approval of the discharge of liability of the members of the Board of Directors for the financial year 2019.

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes	0
- Abstentions:	0

5. Establishing the remuneration for the members of the Board of Directors for the financial year 2020 at a maximum aggregate limit of RON 1,914,410.

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes	0
- Abstentions:	0

6. The appointment of the following members within the Board of Directors:

- **Mr. Nicholas Robert Haggar for a mandate valid until 21 March 2023**

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes	0
- Abstentions:	0

- **Mr. Kenneth Lynard for a mandate valid until 21 March 2023**

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes	0
- Abstentions:	0

7. Approval of 19 May 2020 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 18 May 2020 as

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“ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018.

The resolution was adopted with 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes	0
- Abstentions:	0

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 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 668,778,101 votes, out of a total number of 668,778,101 votes validly expressed as follows:

- Affirmative votes:	668,778,101
- Negative votes	0
- Abstentions:	0

Votes were given orally through open and, respectively, secret vote within the recorded teleconference and documented by the technical secretaries of the meeting.

The number of shares for which valid votes were expressed was 668,778,101 representing 95.9486% of the registered share capital.

The total number of votes validly expressed was 668,778,101.


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Simona Cocos
Chairman of the Ordinary Shareholders’ General Meeting


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Roxana Diaconu
Secretary of the Ordinary Shareholders’ General Meeting



