

Current Raport

Current Report according	- Regulation no.5/2018
Date of the report:	- 11.07.2018
Name of the issuer	- S.C. ZENTIVA S.A.
Main seat:	- Bd. Theodor Pallady no.50, Bucharest
Tel. /Fax no.:	- 021-3047200 /021-345.40.04
Unique Code:	- 336206
Registration No.	- J/40/363/1991
Shared capital	- 41.696.115 RON
Capital market	- Bucharest Stock Exchange

Significant events to be reported:

- I. ZENTIVA S.A. (the "Company") informs that the Extraordinary Shareholders General Assembly gathered validly in the meeting on 11.07.2018, 9:00 a.m. – first convening, having as reference date 28.06.2018, with a quorum of 93,2295% of the total registered capital, out of which Venoma Holdings LTD represents 50,9809% of the registered capital, ZENTIVA NV represents 35,5195% of the registered capital, Sanofi-Aventis Europe represents 6.7292% of the registered capital of the Company, for the purpose of approving the items listed in the agenda, has decided as follows:

1. Approval of the following transactions:

- (i) Transfer of ownership of pharmaceutical products in the range of non-prescription medicinal products held by the Company, respectively of the assets belonging to these pharmaceuticals (trademarks, domains, pharmaceutical dossiers, marketing authorizations);**
- (ii) Transfer of ownership over pharmaceutical dossiers related to medicines in the Generic medicines area held by the Company;**
- (iii) Licensing to the Company of the transferred pharmaceutical dossiers related to medicines in the Generic medicines area;**

under the following conditions:

- **The value of the transactions will be set at an arm's length level; for clarity, the value established in the valuation report performed by the independent valuator on these transactions will be considered as being arm's length;**
- **Transactions are to be concluded with affiliated companies within the Sanofi Group;**

The effective conclusion of transactions will be done under the above mentioned conditions being also necessary to meet certain pre-conditions that are outside the Company's control.

The resolution was adopted with 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes:	388.730.877;
- Negative votes	0;
- Abstentions:	0;

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

2. The General Manager of the Company is empowered by the Assembly to carry out all actions in order to implement the decision under item 1, including to identify the products (assets) which will be subject of each transactions and also the signing on behalf of the company of all the documents necessary for this purpose, observing the conditions specified above under the point 1.

The resolution was adopted with 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;
- Abstentions: 0;

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

3. Establishment of the date of July 31, 2018 as the date of identification of the shareholders being affected by the resolution

The resolution was adopted with 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;
- Abstentions: 0;

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

4. Establishment of the date of July 30, 2018 as ex date

The resolution was adopted with 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- 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 388.730.877, representing **93,2295%** of the registered capital.

The total number of votes validly expressed was 388.730.877.

- II.** ZENTIVA S.A. (the "Company") informs that the Ordinary Shareholders General Assembly gathered validly in the meeting on 11.07.2018, 10:00 a.m. – first convening, having as reference date 28.06.2018, with a quorum of 93,2295% of the total registered capital, out of which Venoma Holdings LTD represents 50,9809% of the registered capital, ZENTIVA NV represents 35,5195% of the registered capital, Sanofi-Aventis Europe represents 6.7292% of the registered capital of the Company, for the purpose of approving the items listed in the agenda, has decided as follows:

1. Approval of the voluntary liquidation of the Moldovian representation of the Company.

The General Manager of the Company is empowered by the Assembly to carry out all legal formalities in order to implement the decision on the voluntary liquidation of the Moldovian representative, including signing on behalf of the Company all the necessary documents in this respect.

The resolution was adopted with 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;
- Abstentions: 0;

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

2. Approval of the dissolution of the secondary seat, located in in Bucharest, 2nd District, 4 Gara Herastrau Street, 9th floor (office activities);

The resolution was adopted with 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;
- Abstentions: 0;

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

3. Approval of the prescription and transfer on the income account of the dividends related to the previous years (2010-2014) for which, until the date of the general meeting, the statute of limitation period has been reached and which are in the accounting balance of the company and not paid at the date of the meeting. The payment of such dividends will continue till the date of the general meeting, respectively till 11.07.2018 (included).

The resolution was adopted with 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;
- Abstentions: 0;

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

4. Establishment of the date of July 31, 2018 as the date of identification of the shareholders being affected by the resolution

The resolution was adopted with 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- Negative votes 0;
- Abstentions: 0;

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

5. Establishment of the date of July 30, 2018 as ex date

The resolution was adopted with 388.730.877 votes, out of a total number of 388.730.877 votes validly expressed as follows:

- Affirmative votes: 388.730.877;
- 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 388.730.877, representing **93,2295%** of the registered capital.

The total number of votes validly expressed was 388.730.877.

Simona Cocos
General Manager