



To: The Romanian Financial Supervisory Authority
Financial Instruments and Investments Sector

The Bucharest Stock Exchange
Regulated Spot Market, Category Standard (Shares)

From: ZENTIVA SA

CURRENT REPORT

pursuant to the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, as amended, as well as pursuant to the provisions of Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations

Report date: 27 APRIL 2023

Name of the issuing entity: ZENTIVA SA (the “Company”)

Registered office: 50 Theodor Pallady Blvd.
3rd District, Bucharest
Romania

Phone/Fax number: +4021.304.72.00/ +4021.345.40.04

Webpage: www.zentiva.ro

Registration number with the Bucharest Trade Register and sole registration code: J40/363/1991
336206

Share Capital: RON 69,701,704

Number of shares: 697,017,040 shares

Regulated market on which the issued securities are traded: Bucharest Stock Exchange, Main Segment, Category Standard (Shares)

Important events to be reported:

Resolutions of the ordinary and the extraordinary general meetings of the shareholders of the Company, dated 27 April 2023

The Company would like to inform its shareholders and investors that (i) the ordinary general meeting of the shareholders of the Company (“OGMS”) convened for 27 April 2023 (first convening) at the Company’s headquarters starting with 09:00 a.m. and, respectively, (ii) the extraordinary general meeting of the shareholders of the Company (“EGMS”) convened for 27 April 2023 (first convening) at the Company’s headquarters starting with 10:00 a.m., took place, both being chaired by Mrs. Simona Cocoş, in her capacity as Chairman of the Board of Directors and as General Manager of the Company.



- A. Following the OGMS, the shareholders of the Company have decided to:
1. Approval of the annual financial statements prepared for the financial year ended 31 December 2022, together with the Directors' Annual Report and the Independent Auditor's Report.
 2. Approval of the income and expenses budget for the financial year 2023.
 3. Approval of the allocation of the Company's net profit for the financial year ended 31 December 2022, determined in accordance with the applicable law, to the reported result in the 117 "Reported result" accounting account, being at the Company's disposal until a further decision.
 4. Approval of the discharge of liability of the members of the Board of Directors for the financial year 2022.
 5. Establishing the remuneration for the members of the Board of Directors for the financial year 2023 at a maximum aggregate limit of RON 3,181,077.
 6. Amendment and update of the Remuneration policy for the management of the Company.
 7. Approval of the Annual remuneration report for the management of the Company for the financial year ended 31 December 2022.
 8. Incorporation of a working unit of the Company, at the address: Dragomiresti Vale commune, Dragomiresti Deal village, 57 Bradului Street, cell B1, alleys 1 – 6, ramps 1, 2, 3, Ilfov county Romania.
 9. Approval of 18 May 2023 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. 87 para. (1) of Law no. 24/2017 and the date of 17 May 2023 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018.
 10. 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 and/ or the agreements/ documents regarding the incorporated working unit, 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.

B. Following the EGMS, the shareholders of the Company have decided to:

1. Approval of the amendment of the duties of the Board of Directors of the Company by supplementing them and, implicitly, of the amendment of the Company's Articles of Association, as follows:

art. 3.2 of the Articles of Association of the Company shall be amended and shall have the following content:

„3.2 The Company, based on the resolutions of the Board of Directors, can establish branches, representative offices, agencies, working units and other secondary offices, as well as subsidiaries located in Romania and/ or abroad.”

art. 11.3 of the Articles of Association of the Company shall be amended in order to eliminate the attribution of the OGMS provided by letter g), namely the elimination of the attribution related to *„incorporation or dissolution of one or several of Company's subsidiaries representative offices, agencies, or any other secondary establishments of the Company, as well as the incorporation of Company's branches”*.



As a result of this amendment, the letter h) “*approval of any other decision within its competence*” of art. 11.3 of the Articles of Association shall become the letter g).

art. 17.1 of the Articles of Association of the Company shall be amended, in order to add the following attribution:

„l) Incorporation or dissolution of one or several of Company’s subsidiaries, representative offices, agencies, or any other secondary establishments of the Company as well as the incorporation of Company’s branches”.

As a result of this amendment, letter l) "*other powers established by law in its competence.*" from art. 17.1 of the Articles of Association, shall become letter m).

2. Approval of 18 May 2023 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 and the date of 17 May 2023 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation 5/2018.
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, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolutions of the EGMS and/ or the updated Articles of Association 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 EGMS.

The OGMS and the EGMS resolutions can be accessed on the Company’s website, at the following link: <https://www.zentiva.ro/investors/general-meetings-shareholders>.

Simona Cocoş

General Manager