

## PROXY

The undersigned, ....., holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_% of the aggregate number of shares issued by S.C. ZENTIVA S.A., which entitle me/us to \_\_\_\_\_ votes in the Ordinary General Meeting of Shareholders of 28 April 2009, 10:00 a.m., I/we hereby assign \_\_\_\_\_, identified by B.I./ C.I. series \_\_\_\_\_ no. \_\_\_\_\_, as my/our representative in the Ordinary General Meeting of Shareholders of S.C. ZENTIVA S.A. to be held on 28 April 2009, 10:00 a.m., at the company headquarters at 50 Theodor Pallady Blvd., 3<sup>rd</sup> District, Bucharest, or at the date of the second meeting, in case the first one may not be held, to exercise the voting right related to my/our shareholdings recorded in the Shareholders' Register as follows:

**1. The approval of the company' financial situations for year 2008, based on the financial materials made available to the shareholders;**

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**2. The settlement of the dividend and approval of the profit distribution for year 2008, according to the Board of Administration's proposal made available to the shareholders;**

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**3. The approval of the annual report, according to the provisions of the art. 227, paragraph no. 4 from the Law no. 297/2004, regarding the security market;**

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**4. The approval of the income and expenses budget for year 2009, as per the information made available to the shareholders;**

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**5. Discharge of the members of the Board of Directors for 2008 year;**

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**6. Setting the annual remuneration of the Company's directors for 2009 year:**

**(i) an annual remuneration of RON 36,000 for the independent administrator**

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**(ii) a gratuitous mandate for the other directors;**

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**8. Approval of May 18, 2009 as identification date of the shareholders on which the decision of the Ordinary General Assembly will apply, according to the provisions of the art. 238 from the Law no. 297/2004, regarding the security market.**

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This proxy form has been made available in 3 (three) counterparts, having the following purposes: one for the shareholder, the second for the representative and the third to be filed in original to the issuer.

Date \_\_\_\_\_ / \_\_\_\_\_ / 2009

\_\_\_\_\_ (name and signature of the legal representative/ holder of securities)