

PROXY

The undersigned, the owner of shares representing % of the total number of shares issued by S.C. ZENTIVA S.A (the “**Company**”), which entitle us to votes in the Ordinary General Meeting of Shareholders of April 26, 2018, 9:00 a.m., we hereby assign, identified by, as our representative in the Ordinary General Meeting of Shareholders of S.C. ZENTIVA S.A. to be held on April 26, 2018, 9:00 a.m., at the company headquarters at 50 Theodor Pallady Blvd., 3rd District, Bucharest, or at the date of the second meeting, in case the first one may not be held, to exercise, either jointly or individually, the voting right related to my/our shareholdings recorded in the Shareholders’ Register as follows:

1. Approval of the 2017 financial statements;

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

2. Approval of the distribution of the net profit for 2017 to the company’s retained earnings.

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

3. Approval of the Revenue and Expenditures Budget for 2018;

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

4. Determining the annual remuneration of the Company’s directors for the 2018 financial year;

- (i) an annual remuneration of RON 54,000 for the independent director;**
- (ii) free of charge mandates for the rest of the Board Members;**

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

5. Discharge of administration of the board of directors' members for the 2017 financial year;

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

6. Establishment of the date of May 25, 2018 as the date of identification of the shareholders being affected by the resolution;

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

7. Establishment of the date of May 24, 2018 as ex date

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.

The proxy form dedicated to the Company will be accompanied by a copy of the identity document or registration certificate of the represented shareholder.

Date _____ / _____ / 2018

_____ (name and signature of the legal representative(s)/ stamp of the holder of securities)