

## PROXY

The undersigned ....., the owner of ..... shares representing ..... % of the total number of shares issued by ZENTIVA S.A (the “**Company**”), which entitle us to ..... votes in the Extraordinary General Meeting of Shareholders of 11.07.2018, 9:00 a.m., we hereby assign ....., identified by ....., as our representative in the Extraordinary General Meeting of Shareholders of ZENTIVA S.A. to be held on 11.07.2018, 9:00 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, either jointly or individually, the voting right related to my/our shareholdings recorded in the Shareholders’ Register as follows:

**1. Approval of the sale of pharmaceutical products owned by the Company, respectively the assets related to these pharmaceutical products (brands, domains, pharmaceutical dossiers, marketing authorizations), as well as the conclusion by the Company of license agreements related to some of the transferred/owned pharmaceutical dossiers as per the informative materials made available to the shareholders**

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

**2. Empowering the Company General Manager 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 coordinates specified in point 1.**

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

**3. Establishment of the date of July 31, 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"/>

**4. Establishment of the date of July 30, 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)