

**Annual report on the remuneration of the directors of Zentiva S.A.  
(the “Company”)**

The Company’s Board of Directors (the “**Board of Directors**”) has drawn up this annual report on the remuneration of the Company’s directors (the “**Remuneration Report**”), which includes the remuneration and other benefits granted to the Company’s directors during the financial year ended on 31 December 2020, in accordance with the remuneration policy of the Company’s directors.

The Remuneration Report was submitted to the advisory vote of the ordinary general meeting of the Company’s shareholders (the “**OGMS**”) of 28 April 2021, will be published on the Company’s website at [www.zentiva.ro](http://www.zentiva.ro) and will remain publicly available for a period of 10 years from its publication, in accordance with the applicable legal provisions.

The Remuneration Report provides an overview of the remunerations, including all benefits, regardless of their form, which are granted or due during the last financial year to directors individually, including the newly appointed and former directors, in accordance with the Remuneration Policy.

**A. Remuneration structure of the Company's directors for the year 2020:**

	<b>Total Remuneration (broken down by components)</b>	<b>Relative proportion of the fixed remuneration</b>	<b>Relative proportion of the variable remuneration (performance bonus)</b>	<b>Other benefits obtained</b>	<b>Remuneration received from any Romanian entity which belongs to the same group and is controlled by/affiliated to the Company</b>
Simona Cocoș – executive member and general manager	RON 1,022,398  (of which a fixed component of RON 791,136 and a variable component of RON 231,263)	77%	23%	<ul style="list-style-type: none"> <li>• private healthcare subscription in the amount of RON 616 per year;</li> <li>• benefits offered through the platform my.benefitonline.ro, in the amount of RON 1,000 per year;</li> <li>• life and health insurance up to the limit of RON 654 per year.</li> </ul>	RON 118,170  broken down as follows: <ul style="list-style-type: none"> <li>a. RON 58,746 – total remuneration received from Labormed Pharma Trading S.R.L., representing only the fixed component (variable component – N/A);</li> <li>b. RON 59,424 – total remuneration received from Labormed-Pharma S.A., representing only the fixed component (variable component – N/A).</li> </ul>
Margareta Tanase – executive member	RON 851,557  (of which a fixed component of RON 635,365)	75%	25%	<ul style="list-style-type: none"> <li>• private healthcare subscription in the amount of RON 616 per year;</li> <li>• benefits offered through the platform my.benefitonline.ro, in the</li> </ul>	RON 35,565  - total remuneration received from Labormed-Pharma S.A., representing

	and a variable component of RON 216,191)			amount of RON 1,000 per year; • life and health insurance up to the limit of RON 654 per year.	only the fixed component (variable component – N/A).
Nicholas Robert Haggar – non-executive member	N/A	N/A	N/A	N/A	N/A
Kenneth Lynard – non-executive member	N/A	N/A	N/A	N/A	N/A
Marchand Francois Noel – independent non-executive member	RON 54,911 (of which a fixed component of RON 54,911 and a variable component of 0)	100%	0%	N/A	N/A

## B. Comparative information on the modification of the remuneration and on the Company's performance

Annual modification	Financial year 2020 compared to financial year 2019	Financial year 2019 compared to financial year 2018	Financial year 2018 compared to financial year 2017	Financial year 2017 compared to financial year 2016	Financial year 2016 compared to financial year 2015
<b>Directors remuneration</b>					
Simona Cocoş – executive member and general manager	A 5% increase, with the “meets expectations” rating awarded in the year-end performance review;	A 4.5% increase, with the “meets expectations” rating awarded in the year-end performance review;	Non-remunerated mandate until August 2018	Non-remunerated mandate	Non-remunerated mandate
Margareta Tanase – executive member	A 5% increase, with the “meets expectations” rating awarded in the year-end performance review;	A 4.5% increase, with the “meets expectations” rating awarded in the year-end performance review;	Non-remunerated mandate until August 2018	Non-remunerated mandate	Non-remunerated mandate
Nicholas Robert Hagggar – non-executive member	Non-remunerated mandate	Non-remunerated mandate starting from December 2019	N/A	N/A	N/A
Kenneth Lynard – non-executive member	Non-remunerated mandate	Non-remunerated mandate starting from October 2019	N/A	N/A	N/A
Marchand Francois Noel – independent non-executive member	0%	0%	0%	0%	N/A
<b>Company's performance</b>					
Net profit	40% increase	83% decrease	194% increase	22% increase	58% increase
EBITDA	35% increase	80% decrease	153% increase	23% increase	45% increase
<b>Average remuneration based on the full-time equivalent of the Company's employees</b>					
Company's employees	A 5% increase as per the Collective Labour Agreement for 2020-	A 4.5% increase as per the Collective Labour Agreement for 2019-	A 3.3% increase as per the Collective Labour Agreement for	A 2.8% increase as per the Collective Labour Agreement	A 1.87% increase as per the Collective Labour Agreement for 2016-2017

	2021	2020	2018-2019	for 2017-2018	
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The Company's directors are not included in any stock option plan granted or offered by the Company.

**Annual modification of the remuneration**

The increase in the fixed or variable remuneration will apply from 01.03.2021 and will represent an average increase in salaries at company level.

The value of the salary increase percentage applied to the fixed remuneration will vary for each director based on two criteria: the professional performance of the previous year and harmonisation with the labour market level.