

**Annual report on the remuneration of the management 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 2022, 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**”) held on 27 April 2023, will be published on the Company’s website at 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 2022:

	Total gross Remuneration (broken down by components)	Relative proportion of the fixed remuneration	Relative proportion of the variable remuneration (performance bonus)	Other benefits obtained	Remuneration received from any Romanian entity which belongs to the same group and is controlled by/affiliated to the Company
Simona Cocoş – executive member and general manager	RON 1,049,928 (of which a fixed component of RON 842,575 and a variable component of RON 207,353)	80%	20%	<ul style="list-style-type: none"> • private healthcare subscription in the amount of RON 1380 per year; • benefits offered through the platform my.benefitonline.ro, in the amount of RON 1,500 per year; • life and health insurance up to the limit of RON 650 per year. 	<p>RON 156,168.00</p> <p>broken down as follows:</p> <ul style="list-style-type: none"> a. RON 78,084 – total remuneration received from Labormed Pharma Trading S.R.L., representing only the fixed component (variable component – N/A); b. RON 78,084 – total remuneration received from Labormed-Pharma S.A., representing only the fixed component (variable component – N/A).
Margareta Tanase – executive member and industrial affairs manager	RON 938,263 (of which a fixed component of RON 712,666 and a variable component of RON 225,597)	76%	24%	<ul style="list-style-type: none"> • private healthcare subscription in the amount of RON 1380 per year; • benefits offered through the platform my.benefitonline.ro, in the amount of RON 1,500 per year; • life and health insurance up to the limit of RON 650 per year. 	<p>RON 62,712</p> <ul style="list-style-type: none"> - total remuneration received from Labormed-Pharma S.A., representing only the fixed component (variable component – N/A).

Kevin Joseph Clifford – 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 54,000 (of which a fixed component of RON 54,000 and a variable component of RON 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 2022 compared to financial year 2021	Financial year 2021 compared to financial year 2020	Financial year 2020 compared to financial year 2019	Financial year 2019 compared to financial year 2018	Financial year 2018 compared to financial year 2017
Directors remuneration					
Simona Cocoş – executive member and general manager	A 5.60% increase, with the “exceeds expectations” rating awarded in the year-end performance review;	A 3% increase, with the “meets expectations” rating awarded in the year-end performance review;	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
Margareta Tanase – executive member and industrial affairs director	A 5.60% increase, with the “exceeds expectations” rating awarded in the year-end performance review;	A 8% increase, with the “meets expectations” rating awarded in the year-end performance review;	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
Kevin Joseph Clifford – non-executive member	Non-remunerated mandate	Non-remunerated mandate starting from 19 August 2021	N/A	N/A	N/A
Kenneth Lynard – non-executive member	Non-remunerated mandate	Non-remunerated mandate	Non-remunerated mandate starting from October 2019	N/A	N/A
Marchand Francois Noel – independent non-executive member	0%	0%	0%	0%	0%
Company’s performance					
Net profit	10.1% decrease	61.1% increase	40% increase	83% decrease	194% increase
EBITDA	22.5% decrease	60.6% increase	35% increase	80% decrease	153% increase

Average remuneration based on the full-time equivalent of the Company's employees					
Company's employees	A 5% increase as per the Collective Labour Agreement for 2021-2023	A 4% increase as per the Collective Labour Agreement for 2021-2023	A 5% increase as per the Collective Labour Agreement for 2020-2021	A 4.5% increase as per the Collective Labour Agreement for 2019-2020	A 3.3% increase as per the Collective Labour Agreement for 2018-2019

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 01.03.2023, where applicable.

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.