

Annual report on the remuneration of the management of Zentiva SA (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 2023, 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 29 April 2024, 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 2023:

| | 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 Cocoș – executive member and general manager | RON 1,192,891 (of which a fixed component of RON 885,301 and a variable component of RON 307,590) | 74% | 26% | <ul style="list-style-type: none"> private healthcare subscription in the amount of RON 659 per year; benefits offered through the platform my.benefitonline.ro, in the amount of RON 2,000 per year; life and health insurance up to the limit of RON 686 per year; holiday vouchers in the amount of RON 1,000; benefits in the gross amount of RON 9,746 per year. | RON 156,290 broken down as follows: <ul style="list-style-type: none"> a. RON 78,145 – total remuneration received from Labormed Pharma Trading SRL, representing only the fixed component (variable component – N/A); b. RON 78,145 – total remuneration received from Labormed-Pharma SA, representing only the fixed component (variable component – N/A). |
| Margareta Tănase – executive member and industrial affairs manager (until 20 March 2023, inclusively) and non-executive member (as of 21 March 2023) | RON 379,070 (of which a fixed component of RON 156,070 and a variable component of RON 223,000) | 41% | 59% | <ul style="list-style-type: none"> private healthcare subscription in the amount of RON 161 per year; benefits offered through the platform my.benefitonline.ro, in the amount of RON 2,000 per year; life and health insurance up to the limit of RON 170 per year; retirement bonus and compensation for unpaid leave days in the gross amount of RON 426,224. | RON 13,617 - total remuneration received from Labormed-Pharma SA, representing only the fixed component (variable component – N/A). |

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|--|--|------|-----|--|-----|
| Kevin Joseph Clifford – non-executive member (until 10 February 2023) | 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 |
| Alin Briciu – non-executive member (as of 10 February 2023) | RON 678,146 (of which a fixed component of RON 556,177 and a variable component of RON 121,969) | 82% | 18% | <ul style="list-style-type: none"> • private healthcare subscription in the amount of RON 605 per year; • benefits offered through the platform my.benefitonline.ro, in the amount of RON 2,000 per year; • life and health insurance up to the limit of RON 686 per year; • holiday vouchers in the amount of RON 1,000; • other bonuses and benefits in the gross amount of RON 156,895 per year. | N/A |

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

| Annual modification | Financial year 2023 compared to financial year 2022 | 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 |
|--|--|--|--|---|--|
| Directors remuneration | | | | | |
| Simona Cocoş – executive member and general manager | A 5% increase, with the “meets expectations” rating awarded in the year-end performance review | A 5.6% 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 |
| Margareta Tanase – executive member and industrial affairs director (until 20 March 2023, inclusively) and non-executive member (as of 21 March 2023) | No increase, with the “meets expectations” rating awarded in the year-end performance review (non-remunerated mandate as of 21 March 2023) | A 5.6% 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 |
| Kevin Joseph Clifford – non-executive member | Non-remunerated mandate, until 10 February 2023 | Non-remunerated mandate | Non-remunerated mandate starting from 19 August 2021 | N/A | N/A |
| Kenneth Lynard – non-executive member | Non-remunerated mandate | Non-remunerated mandate | Non-remunerated mandate | Non-remunerated mandate starting from October 2019 | N/A |
| Marchand Francois Noel – independent non-executive member | 0% | 0% | 0% | 0% | 0% |

| | | | | | |
|--|--|--|--|--|--|
| Alin Briciu – non-executive member | N/A - the mandate started as of 10 February 2023 | N/A | N/A | N/A | N/A |
| Company's performance | | | | | |
| Net profit | 93.7% increase | 10.1% decrease | 61.1% increase | 40% increase | 83% decrease |
| EBITDA | 85.4% increase | 22.5% decrease | 60.6% increase | 35% increase | 80% decrease |
| Average remuneration based on the full-time equivalent of the Company's employees | | | | | |
| Company's employees | A 8% increase as per the Collective Labour Agreement for 2023-2025 | 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 |

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 1 March 2024, where applicable.

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

**General Manager,
Simona Cocos**

Signature

**Chief Financial Officer,
Daniel Nitulescu**

Signature