

## 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 Ordinary General Meeting of Shareholders of 11.07.2018, 10:00 a.m., we hereby assign ....., identified by ....., as our representative in the Ordinary General Meeting of Shareholders of ZENTIVA S.A. to be held on 11.07.2018, 10:00 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 voluntary liquidation of the Moldovian representation of the Company. The General Manager of the Company is empowered by the Assembly to carry out all legal formalities in order to implement the decision on the voluntary liquidation of the Moldovian representative, including signing on behalf of the Company all the necessary documents in this respect.**

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

**2. Approval of the dissolution of the secondary seat, located in in Bucharest, 2nd District, 4 Gara Herastrau Street, 9th floor (office activities);**

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

**3. Approval of the prescription and transfer on the income account of the dividends related to the previous years (2010-2014) for which, until the date of the general meeting, the statute of limitation period has been reached and which are in the accounting balance of the company and not paid at the date of the meeting. The payment of such dividends will continue till the date of the general meeting, respectively till 11.07.2018 (included).**

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

**4. Establishment of the date of 31.07.2018 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"/>

**5. Establishment of the date of 30.07.2018 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)