**SPECIAL POWER OF ATTORNEY**

**For the Ordinary General Meeting of the Shareholders of**

**ZENTIVA SA**

**of 29/ 30 April 2024**

The underwritten/ undersigned **……………………………**, the owner of ………………….. shares representing ……………. % of the total number of shares issued by ZENTIVA SA (the “**Company**”), which entitle us to ……………… votes in the Ordinary General Meeting of Shareholders of 29 April 2024, 09:30 a.m., I hereby assign **…………………..**, holder of …………no………..series…….…, as my representative in the Ordinary General Meeting of Shareholders of ZENTIVA SA to be held on 29 April 2024, 09:30 a.m., at the Company’s registered office in Bucharest, 3rd District, 50 Theodor Pallady Blvd. (the “**OGMS**”), or at the date of the second meeting on 30 April 2024, 09:30 a.m., in case the first one may not be held, to exercise the voting right related to my shareholdings recorded in the Shareholders’ Register as follows:

1. **Approval of the annual financial statements prepared for the financial year ended 31 December 2023, together with the Directors’ Annual Report and the Independent Auditor's Report.**

For Against Abstention

1. **Approval of the income and expenses budget for the financial year 2024.**

For Against Abstention

1. **Approval of the allocation of the Company’s net profit for the financial year ended 31 December 2023, determined in accordance with the applicable law, to the reported result in the 117 “Reported result” accounting account, being at the Company’s disposal until a further decision.**

For Against Abstention

1. **Approval of the discharge of liability of the members of the Board of Directors for the financial year 2023.**

For Against Abstention

1. **Establishing the remuneration for the members of the Board of Directors for the financial year 2024 at a maximum aggregate limit of RON 2,666,333.**

For Against Abstention

1. **Approval of the Remuneration report for the management of the Company for the financial year ended 31 December 2023.**

For Against Abstention

1. **The appointment of Mrs. Andreea-Elena Manta as member of the audit committee of the Company, qualified as financial auditor, as this position is currently held my Mrs. Andreea-Elena Manta as a provisional member of the audit committee of the Company. The mandate of the new member of the audit committee will be valid until 21 March 2027, inclusively.**

**For the avoidance of doubts, this item 7 on the agenda also implies the confirmation and ratification of the appointment of Mrs. Andreea-Elena Manta as a member of the audit committee of the Company, as well as of the conclusion of the service agreement with her, retroactively from the date of her provisional appointment by the Board of Directors of the Company, as of 19 December 2023. This confirmation and ratification shall validate the acts and decisions taken by Mrs. Andreea-Elena Manta, in her capacity as audit committee member, up to this date.**

For Against Abstention

1. **Approval of 20 May 2024 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 and the date of 17 May 2024 as “ex-date”, computed in accordance with the provisions of art. 2 para. (2) letter (l) of Regulation 5/2018.**

For Against Abstention

1. **Authorisation of the Board of Directors and/or of any member of the Board of Directors and/or of the Company’s General Manager, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolutions of the OGMS of the Company, to file, to request the publication of the resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the resolutions which will be adopted by the OGMS.**

For Against Abstention

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 for 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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_