**SPECIAL POWER OF ATTORNEY**

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 Extraordinary General Meeting of Shareholders of 27 April 2023, 10:00 a.m., I hereby assign **…………………..**, holder of …………no………..series…….…, as my representative in the Extraordinary General Meeting of Shareholders of ZENTIVA S.A. to be held on 27 April 2023, 10:00 a.m., at the Company’s registered office in Bucharest, 3rd District, 50 Theodor Pallady Blvd. (the “**EGMS**”), or at the date of the second meeting on 28 April 2023, 10:00 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 amendment of the tasks of the Board of Directors of the Company by supplementing it and, implicitly, of the amendment of the Company’s Articles of Association, as follows:**
2. art. 3.2 of the Articles of Association of the Company shall be amended and shall have the following content:

„3.2 The Company, based on the resolutions of the Board of Directors, can establish branches, representative offices, agencies, working units and other secondary offices, as well as subsidiaries located in Romania and/ or abroad.”

1. art. 11.3 of the Articles of Association of the Company shall be amended in order to eliminate the attribution of the OGMS provided by letter g), namely the elimination of the attribution related to „*incorporation or dissolution of one or several of Company’s subsidiaries representative offices, agencies, or any other secondary establishments of the Company, as well as the incorporation of Company’s branches*”.

As a result of this amendment, the letter h) “*approval of any other decision within its competence*” of art. 11.3 of the Articles of Association shall become the letter g).

1. art. 17.1 of the Articles of Association of the Company shall be amended, in order to add the following attribution:

***„l) Incorporation or dissolution of one or several of Company’s subsidiaries, representative offices, agencies, or any other secondary establishments of the Company as well as the incorporation of Company’s branches”.***

As a result of this amendment, letter l) *"other powers established by law in its competence."* from art. 17.1 of the Articles of Association, shall become the letter m).

For Against Abstention

1. **Approval of 18 May 2023 as registration date, identifying the shareholders which will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017 and the date of 17 May 2023 as “ex-date”, computed in accordance with the provisions of art. 2 (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 EGMS and/ or the updated Articles of association 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 EGMS.**

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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_