



# Notice of Extraordinary General Meeting to be held on November 04, 2009

Zentiva N.V.

October 15, 2009

**ZENTIVA**

# **Zentiva N.V.**

## **Extraordinary General Meeting Convening Notice**

Dear Shareholders:

In accordance with Articles 21, 22 and 23 of our Articles of Association, the Board of Managing Directors of Zentiva N.V. (the "**Board**") is pleased to invite you to the Extraordinary General Meeting of Shareholders (the "**Extraordinary General Meeting**") of Zentiva N.V. ("**Zentiva**" or the "**Company**") that will take place:

on

**November 04, 2009**  
**at 10:00am, Amsterdam time**  
(registration starts at 9:30am, Amsterdam time)

at

**Olympic Plaza,**  
**Fred. Roeskestraat 123,**  
**1076 EE, Amsterdam,**  
**The Netherlands**

### **PROPOSED AGENDA**

1. Opening
2. Announcements
3. Appointment of a Director A (voting item)
4. Resignation and discharge of liability of a Director B (voting item)
5. Appointment of a Director B (voting item)
6. Closing

### **NOTES TO THE AGENDA**

#### ***Note to Item No. 3:***

This agenda item is a voting item.

Currently, the Board is composed of one Director A and five Directors B. On October 09, 2009 the Board determined in accordance with article 14.1 of the Company's articles of association that the Company shall have two Directors A. Therefore, there is one Director A vacancy on the Board open for election by this Extraordinary General Meeting.

The Board recommends appointment of Mr. Rob Koremans. A biography of this candidate is contained in Appendix hereto. The candidate holds no shares in the Company.

#### ***Note to Item No. 4:***

This agenda item is a voting item.

The Company has received a letter from Ms. Laurence Debroux, in which she submits her resignation as Director B of the Company as per September 22, 2009. It is a general customary practice that following the resignation of a Board member, the relevant Board member is granted a discharge from its responsibilities in its capacity as board member.

#### ***Note to Item No. 5:***

This agenda item is a voting item.

Currently, the Board is composed of one Director A and five Directors B. As noted above, a Director B resigned from the Board as of September 22, 2009.

On October 09, 2009 the Board determined in accordance with article 14.1 of the Company's articles of association that the Company shall have six Directors B. Therefore, there is one Director B vacancy on the Board open for election by this Extraordinary General Meeting.

The Board recommends appointment of Mr. Jérôme Contamine. A biography of this candidate is contained in Appendix hereto. The candidate holds no shares in the Company.

## DRAFT RESOLUTIONS

Agenda items 3 through 5 are items that will require shareholders' vote. The other agenda items are non-voting items. Proposed drafts of the specific resolutions to be adopted by the Extraordinary General Meeting with respect to the voting agenda items will be made available on Zentiva's website at [www.zentiva.cz](http://www.zentiva.cz) (go to "Investors", "General Meeting") in advance of the Extraordinary General Meeting. Pursuant to the Articles of Association, each and any of these resolutions will be adopted if adopted by simple majority of votes present at the Extraordinary General Meeting.

## INFORMATION ON ATTENDANCE AND VOTING FOR HOLDERS OF ORDINARY SHARES

If you are a holder of Zentiva's ordinary shares and you wish to attend and vote at the Extraordinary General Meeting, you must fully satisfy all of the following conditions:

**(A) YOU MUST REGISTER FOR THE EXTRAORDINARY GENERAL MEETING IN WRITING, AS DESCRIBED BELOW, NO LATER THAN ON OCTOBER 28, 2009.**

Holders of our ordinary shares who wish to attend and vote at the Extraordinary General Meeting must:

- (a) if a bank or broker administers their Zentiva shares, instruct their bank or broker to register their (i) name, (ii) number of votes to be exercised during the Extraordinary General Meeting, and (iii) method of voting, i.e., whether they will vote personally or by proxy, with:
  - (i) Univyc (as the Prague Stock Exchange settlement centre), with respect to ordinary shares that are being held through Univyc. The relevant registration request should be sent by the bank or broker to Univyc to email address [univyc@pse.cz](mailto:univyc@pse.cz), in accordance with Univyc's customary procedures and practices and any instructions which Univyc may give to its members; and/or
  - (ii) ING (as Zentiva's registrar and paying agent towards Euroclear Netherlands), with respect to ordinary shares that are not being held through Univyc. The relevant registration request should be sent by the bank or broker to ING to email address [iss.pas.hbk@mail.ing.nl](mailto:iss.pas.hbk@mail.ing.nl) (with a copy to [investor.relations@zentiva.cz](mailto:investor.relations@zentiva.cz)), and/or
- (b) if they are registered in person in the Register of Shareholders of Zentiva on the Record Date, which is 6:00pm CET, October 28, 2009, notify the Board of Managing Directors of Zentiva in writing of their attendance. The written notification should be sent by the relevant shareholder to email address [investor.relations@zentiva.cz](mailto:investor.relations@zentiva.cz).

The registration must take place or the notification must be given no later than on October 28, 2009, and it may be necessary for the relevant shareholder to give the instruction to his bank or broker sufficiently in advance to allow his bank or broker to arrange for the required registration with Univyc or ING.

A shareholder who holds ordinary shares both through a bank or broker and by registration in person in Register of Shareholders of Zentiva, must follow for those ordinary shares held through a bank or broker the relevant registration procedure described above under (a)(i) and (a)(ii) and/or for those ordinary shares registered in person for in the Register of Shareholders of Zentiva the notification procedure described under (b) above.

- (B) YOU MUST BE ABLE TO PROVE THAT ON THE RECORD DATE, WHICH IS 6:00pm (CET), OCTOBER 28, 2009, YOU (i) WERE INCLUDED IN THE RECORDS OF A BANK OR BROKER AS THE HOLDER OF THE ORDINARY SHARES WITH RESPECT TO WHICH YOU WISH TO VOTE AT THE EXTRAORDINARY GENERAL MEETING, OR (ii) WERE REGISTERED IN PERSON IN THE REGISTER OF SHAREHOLDERS OF ZENTIVA WITH RESPECT TO WHICH YOU WISH TO VOTE AT THE EXTRAORDINARY GENERAL MEETING.**

With respect to ordinary shares that are being held through Univyc, a confirmation will be provided by Univyc after your registration with Univyc.

With respect to ordinary shares which are not being held through Univyc, satisfactory evidence must be provided by the registered person that the registered person was or will be, on the above record date, included in the records of a bank or broker as the holder of the relevant ordinary shares (such evidence being for instance a satisfactory confirmation issued by the relevant broker or bank). A scanned copy of the relevant evidence (such as a confirmation issued by the relevant broker or bank) shall be sent as soon as available to email address [investor.relations@zentiva.cz](mailto:investor.relations@zentiva.cz), and the original of the relevant evidence must be presented during registration prior to the start of the Extraordinary General Meeting.

With respect to ordinary shares that are registered in person in the Register of Shareholders of Zentiva on the Record Date, which is 6:00pm CET, October 28, 2009, confirmation of their notification will be provided by the Board of Managing Directors of Zentiva, which will serve as admission certificate and upon submission thereof at Olympic Plaza, Fred. Roeskestraat 123, Amsterdam prior to the Extraordinary General Meeting on November 04, 2009, the shareholder will be given access to the meeting.

It may be the case for the relevant shareholder that in connection with the registration for the Extraordinary General Meeting, Univyc, or the relevant bank or broker, needs to temporarily block any transfers with your shares in Zentiva to ensure that the above condition is fully satisfied.

- (C) AT THE EXTRAORDINARY GENERAL MEETING, YOU MUST SUFFICIENTLY PROVE THAT (i) YOU ARE EITHER A REGISTERED PERSON, OR (ii) YOU HAVE THE AUTHORITY TO ATTEND AND VOTE ON BEHALF OF A REGISTERED PERSON (IN WHICH CASE YOU ARE ALSO REQUIRED TO PROVIDE THE RELEVANT POWER OF ATTORNEY IN ADVANCE OF THE EXTRAORDINARY GENERAL MEETING).**

Anyone who wishes to attend and vote at the Extraordinary General Meeting will be allowed to attend and vote only if he will provide, at the latest before the start of the Extraordinary General Meeting, satisfactory evidence that (i) he is the person registered for the Extraordinary General Meeting (such evidence being a satisfactory proof of identity, such as his passport) or (ii) that he is authorized to act on behalf of a person registered for the Extraordinary General Meeting (such evidence being a

satisfactory proof of authority to act on behalf of the registered person, such as original of a duly signed power of attorney and a passport).

Sample form for a power of attorney will be made available on Zentiva's website at [www.zentiva.cz](http://www.zentiva.cz) (go to "Investors", "General Meeting") in advance of the Extraordinary General Meeting. Please note that as per Article 26 of the Articles of Association, the proxy (power of attorney) should be received by the Board of Managing Directors no later than on the seventh day before the Extraordinary General Meeting, i.e., no later than on October 28, 2009. To comply with this requirement, please send a scanned copy of the proxy (power of attorney) to email address [investor.relations@zentiva.cz](mailto:investor.relations@zentiva.cz). The original of the proxy (power of attorney) shall be presented during registration prior to the start of the Extraordinary General Meeting.

### **INFORMATION ON ATTENDANCE AND VOTING FOR HOLDERS OF GDRS**

Holders of GDRs may vote by completing, signing and returning a Voting Instruction Card, which, if practicable, will be provided to them by the Bank of New York. The deadline to submit the Voting Instruction Card will be set in the notice provided by the Bank of New York. By returning a signed Voting Instruction Card, the GDR holder is directing the Bank of New York to vote on the ordinary shares underlying his GDRs in accordance with his instructions. If and to the extent the Bank of New York does not receive voting instructions from GDR holders on or before the deadline specified by the Bank of New York, the Board has a right to request that it be able to exercise the voting rights attached to the underlying shares.

Holders of GDRs who wish to attend the Extraordinary General Meeting are advised to convert their GDRs into Zentiva's ordinary shares and follow the above instructions for holders of ordinary shares.

### **MISCELLANEOUS**

Documentation relating to the Extraordinary General Meeting is available at our offices in The Netherlands at Olympic Plaza, Fred. Roeskestraat 123, 1076 EE Amsterdam.

## APPENDIX

### ***Biography of Mr. Rob Koremans***

Mr. Rob Koremans, MD, age 47, is President of Zentiva NV, Senior Vice President, European Generics Platform of sanofi-aventis since September 1st 2009. Mr. Rob Koremans is a Medical Doctor. He began his career with Sanofi Pharmaceuticals (Netherlands) as Product Manager then as Cardiovascular Business Unit Manager. He joined Elsevier Publishing in 1990 in order to exercise successively the functions of International Medical/Scientific Communications Director, International Key Account Director and Director of the symposia and events department. In 1992, he joined Cilag International, a division of Johnson&Johnson as Marketing and Services Director. From 1993 to 2000, he served Serono as Managing Director Benelux and Managing Director Germany before becoming Vice-President Europe. In 2000, he joined Grunenthal as Head Europe and Global Marketing and became member of the Executive Board of Grunenthal Pharma in 2003.

In 2007, he was appointed Chief Executive Officer of Cryo-Save Group NV, mandate which he exercised until 2009.

### ***Biography of Mr. Jérôme Contamine***

Mr. Jérôme Contamine, age 52, is Executive Vice President, Chief Financial Officer of sanofi-aventis, since 16 March 2009.

Jérôme Contamine was previously Senior Executive Vice President, Deputy General Manager and Chief Financial Officer of Veolia Environment.

He is a graduate of Ecole Polytechnique (X), France's most prestigious engineering school, and ENSAE, the national statistics and economics engineering school, affiliated with the Ministry of Finance (1982). He graduated from the elite ENA - Ecole Nationale d'Administration - "Promotion Louise Michel" in the top 5% (1982-1984) opting for the French Court of Audit - "Cour des Comptes".

After 4 years at the "Cour des Comptes" as a Senior State General Auditor, he joined Elf Aquitaine in 1988, as advisor to the Chief Financial Officer, and became Group Finance Director & Treasurer in 1991. He became the General Manager of Elf Petroleum Norway in 1995, after being named Deputy Vice President of Elf Upstream Division for Europe and the U.S. In 1999, he was appointed Head of the taskforce for integration with Total, in charge of the reorganization of the merged entity, TotalFinaElf, and became, in 2000, Vice President Europe and Central Asia, Upstream Division of Total. The same year, he joined Vivendi Environnement as CFO, Deputy General Manager and member of the Board.