

Zentiva N.V.
Annual General Meeting to be held on June 4, 2009

Draft Resolutions

The following are drafts of specific resolutions which are proposed to be adopted by the annual general meeting of shareholders (the “**Annual General Meeting**”) of Zentiva N.V. (“**Zentiva**” or the “**Company**”) to be held on June 4, 2009, as referenced in the convening notice of the Annual General Meeting (the “**Notice**”) published by the Board of Managing Directors of Zentiva (the “**Board**”) on May 5, 2009.

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Draft Resolution for Item No. 3 of the Notice:

— To adopt the audited statutory stand-alone annual financial statements and the audited consolidated annual financial statements of the Company, as at, and for the year ended, December 31, 2008, all as submitted to the Annual General Meeting by the Board.

Draft Resolution for Item No. 4 of the Notice:

— To discharge Mr. Jiří Michal, the Director A (executive director) of the Company, from all liability in relation to the exercise of his duties during and with respect to the financial year ending on 31 December 2008.

Draft Resolution for Item No. 5 of the Notice:

— To discharge Messrs. Urs Kamber and Hanspeter Spek, Directors B (non-executive directors) of the Company, from all liability in relation to the exercise of their duties during and with respect to the financial year ending on 31 December 2008.

Draft Resolutions for Item No. 6 of the Notice:

— To appoint Mr. Urs Kamber as Director B for the term starting on June 5, 2009 and expiring at the end of the day of the annual general meeting to be held in the year 2013.

— To appoint Mr. Hanspeter Spek as Director B for the term starting on June 5, 2009 and expiring at the end of the day of the annual general meeting to be held in the year 2013.

Draft Resolution for Item No. 7 of the Notice:

— To pay no dividend in respect of the financial year ending on 31 December 2008.

Draft Resolution for Item No. 8 of the Notice:

— To determine the remuneration policy for Director A (executive director), as presented to the Annual General Meeting by the Board.

Draft Resolution for Item No. 9 of the Notice:

— To determine the remuneration for Directors B (non-executive directors), as presented to the Annual General Meeting by the Board.

Draft Resolution for Item No. 10 of the Notice:

— To re-appoint Ernst & Young as the Company’s auditors for the accounting period being the financial year ending on 31 December 2009.