

Zentiva N.V.
Extraordinary General Meeting to be held on April 2, 2009

Draft Resolutions

The following are drafts of specific resolutions which are proposed to be adopted by the extraordinary general meeting of shareholders (the “**Extraordinary General Meeting**”) of Zentiva N.V. (“**Zentiva**” or the “**Company**”) to be held on April 2, 2009, as referenced in the convening notice of the Extraordinary General Meeting (the “**Notice**”) published by the Board of Managing Directors of Zentiva (the “**Board**”) on March 17, 2009.

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Draft Resolution for item No. 4 of the Notice:

- To discharge Mr. Brad Wilson, Director B of the Company, from all liability in relation to the exercise of his duties until the date of his resignation (i.e. April 2, 2009)
- To discharge Mr. Johannes Scholts, Director B of the Company, from all liability in relation to the exercise of his duties until the date of his resignation (i.e. April 2, 2009)
- To discharge Mr. Jean-Michel Levy, Director B of the Company, from all liability in relation to the exercise of his duties until the date of his resignation (i.e. April 2, 2009)

Draft Resolution for Item No. 5 of the Notice:

- To appoint Ms. Laurence Debroux as Director B for the term starting on April 3, 2009 and expiring at the end of the day of the annual general meeting to be held in the year 2013.
- To appoint Mr. Bart Filius as Director B for the term starting on April 3, 2009 and expiring at the end of the day of the annual general meeting to be held in the year 2013.
- To appoint Ms. Belén Garijo as Director B for the term starting on April 3, 2009 and expiring at the end of the day of the annual general meeting to be held in the year 2013.
- To appoint Mr. Philippe Luscan as Director B for the term starting on April 3, 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. 6 of the Notice:

- To determine the remuneration for Ms. Laurence Debroux, Mr. Bart Filius, Ms. Belén Garijo, and Mr. Philippe Luscan, as presented to the Extraordinary General Meeting by the Board.

Draft Resolution for Item No. 7 of the Notice:

- To authorize the Board as per May 21, 2009 for a period of 5 years, to resolve on the issue, and grant of rights to subscribe for, shares up to the maximum number of shares available under the Company’s authorized share capital at present or at any time.

Draft Resolution for Item No. 8 of the Notice:

- To authorize the Board as per May 21, 2009 for a period of 5 years, to resolve to restrict or exclude the pre-emption rights allowed to shareholders by virtue of the law in respect of the issue of shares or the granting of rights to subscribe for shares in conformity with agenda item 7, but only regarding shares issued pursuant to a decision of the Board.

Draft Resolution for Item No. 9 of the Notice:

- To authorize the Board (a) for a period of 18 months from the date of this Extraordinary General Meeting, or, if earlier, until the date following the termination of the Company's listing on the Prague Stock Exchange as referred to under (b) below, to acquire shares, on the stock market or otherwise, at a price between par value and the highest stock price, not exceeding CZK 1150 paid in the offer by Sanofi-Aventis Europe, up to a maximum number of shares in the Company's share capital within the limits of the law and the Articles of Association, at any time during this period; and (b) as per the date following the termination of the Company's listing on the Prague Stock Exchange, for a period of 5 years, to acquire shares in the Company's share capital, at a price between par value and CZK 1150 paid in the offer by Sanofi-Aventis Europe, less dividends paid on the Company's shares to date and subsequent to completion of the offer, as well as any returns of capital to the shareholders, up to a maximum number of shares in the Company's share capital within the limits of the law and the Articles of Association, at any time during this period.