

**ZENTIVA TO ISSUE NEW SHARES
TO COVER EXERCISED EMPLOYEE STOCK OPTIONS**

Prague, London, February 13, 2009 – Zentiva N.V. ("Zentiva" or the "Company") announces that its Board has decided on the conditional issue of 986,520 new ordinary shares ("New Shares"), par value EUR 0.01 per New Share. The purpose of this issue of the New Shares is to cover in-the-money employee stock options which have been conditionally exercised by existing and former employees of Zentiva group in anticipation of a change of control event: the successful completion of the recommended CZK 1,150 takeover offer by Sanofi-Aventis Europe (the "Sanofi-Aventis Offer"). The stock options were granted to selected employees of the Zentiva group between 2005 and 2008. The New Shares will be fully fungible with the 38,136,230 existing ordinary shares of the Company, ISIN NL0000405173. The subscription price of the New Shares will be CZK 1,150 per one New Share, and all the New Shares will be tendered into the Sanofi-Aventis Offer. The New Shares will be issued conditionally as of, and subject to the occurrence of, the settlement of the Sanofi-Aventis Offer, and will result in the Company's issued share capital being EUR 391,227.50, divided into 39,122,750 ordinary shares. If the Sanofi-Aventis Offer does not proceed to settlement, the New Shares will not be issued.

Investor Relations**Petr Šulc**

Chief Financial Officer
Tel: +420 267 242 737
petr.sulc@zentiva.cz

Alexander Marček

Corporate Finance Director
Tel: +420 267 243 745
alexander.marcek@zentiva.cz

Liběna Stiebitzová

Investor Relations Specialist
Tel: +420 267 243 055
libena.stiebitzova@zentiva.cz

General Inquiries

Tel: +420 267 243 888
Fax: +420 272 702 869
investor.relations@zentiva.cz

Media Relations**Věra Kudynová**

PR Manager
Tel: +420 267 242 312
vera.kudynova@zentiva.cz

Citigate Dewe Rogerson

Tel: +44 (0)20 7638 9571
David Dible
david.dible@citigatedr.co.uk
Chris Gardner
chris.gardner@citigatedr.co.uk

IMPORTANT NOTICES*Forward-looking Statements*

This document contains "forward-looking statements". These forward-looking statements include all statements that are not historically known facts. They appear in a number of places throughout this document and include, but are not limited to, statements and underlying assumptions regarding Zentiva's intentions, beliefs, projections, plans, objectives, estimates, and current expectations concerning, amongst other things, Zentiva's results of operations, financial condition, liquidity, performance, prospects, growth, strategies, and the countries and industries in which Zentiva operates. Forward-looking statements are generally identified by the words "expects," "anticipates," "believes," "intends," "estimates," "plans" and similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, many of which are difficult to predict and generally beyond the control of Zentiva. Forward-looking statements are not guarantees of future performance, and the actual results of Zentiva's operations, financial condition, liquidity, performance, prospects, growth, strategies, and the development of the countries and the industries in which Zentiva operates may differ materially from those described in, or suggested by, the forward-looking statements contained in this document. Other than as required by applicable law, Zentiva does not undertake any obligation to update or revise any forward-looking information or statements.

Other Important Notices

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any shares or global depository shares in Zentiva, nor shall it or any part of it nor the fact of its distribution form the basis of, or be relied on in connection with, any contract or investment decision.

Recipients of this document, or any part or any copy of it, may not, directly or indirectly, take, or transmit into, or further distribute the document in, the United States, Canada, Australia, or Japan, or to any resident thereof. The distribution of this document in other jurisdictions may also be restricted by law, and persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of US, Canadian, Japanese, Australian or other securities laws.

Zentiva's ordinary shares and global depository shares have not been and will not be registered under the US Securities Act of 1933 (the "Securities Act") and may not be offered or sold in the US except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

For the purpose of Section 21 of the Financial Services and Markets Act 2000 of the United Kingdom (the "FSMA"), any potential invitation or inducement to engage in any investment activity included within this document (which Zentiva believes there is none) is directed only at (i) persons who are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) of the United Kingdom (the "Financial Promotion Order"); (ii) persons who fall within Articles 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order; and (iii) any other persons to whom this document for the purposes of Section 21 of FSMA can otherwise lawfully be made (all such persons together being referred to as "relevant persons"), and must not be acted on or relied upon by persons other than relevant persons. Any potential invitation or inducement to engage in any investment activity included within this document (which Zentiva believes there is none) is available only to relevant persons and will be engaged in only with relevant persons.

This document is published in both English and Czech version, however, only its English version should be considered the official one. Its Czech version is published solely for information purposes, and no representation is made and no warranty is given as to the accuracy of the Czech translation. Should there be any difference between the English and Czech version of this document, the English version shall always prevail.

NOTE FOR EDITORS

Zentiva N.V. is an international pharmaceutical company focused on developing, manufacturing and marketing modern generic pharmaceutical products. The Company has leading positions in the pharmaceutical markets in the Czech Republic, Slovakia, Romania, and Turkey and is growing rapidly in Poland, Russia, Bulgaria, Hungary, the Ukraine and the Baltic States. Zentiva's strategy is to further this growth by increasing patient access to modern medicines through primary care providers within the EU and Eastern Europe. This growth will be based on further organic development of Zentiva's existing business and through selective acquisitions, whilst maintaining profitable growth.

The Company addresses a wide range of therapeutic areas but has a particular focus on cardiovascular disorders, inflammatory conditions, pain, infections and diseases of the central nervous system and the gastrointestinal and urology fields.

The Zentiva Group employs almost 6,000 people and has production sites in the Czech Republic, Slovakia, Romania, and Turkey.

Zentiva is listed on the Prague and London Stock Exchanges. Based on official notifications by shareholders to the Dutch regulator, the Company's largest shareholders are Sanofi-Aventis (24.9%), PPF Group and Generali PPF Holding B.V. acting in concert (24.3%), Belviport Trading Ltd. (10.1%) and Fervent Holdings Limited (7.6%). Zentiva's management holds 5.9% of the Company shares. Other institutional and private investors hold a combined 27.2% of Company shares.