

Zentiva N.V.
Extraordinary General Meeting to be held on November 04, 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 November 04, 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 October 15, 2009.

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Draft Resolution for Item No. 3 of the Notice:

— To appoint Mr. Rob Koremans as Director A for the term starting on November 04, 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. 4 of the Notice:

— To accept the resignation of Ms. Laurence Debroux as Director B (non-executive director) of the Company and to discharge Ms. Laurence Debroux from all liability in relation to the exercise of her duties until her resignation as Director B.

Draft Resolution for Item No. 5 of the Notice:

— To appoint Mr. Jérôme Contamine as Director B for the term starting on November 04, 2009 and expiring at the end of the day of the annual general meeting to be held in the year 2013.