

April 11, 2014

Termination Notice

Revised
NOTICE TO HOLDERS OF AMERICAN DEPOSITARY SHARES
REPRESENTING DEPOSITED ORDINARY SHARES OF:
GENTIUM S.P.A.
ONE ADS REPRESENTS ONE SHARE (CUSIP: 37250B 104)

You are hereby notified, as holders of the above American Depositary Shares (“ADSs”), that The Bank of New York Mellon (the “Depositary”) and Gentium S.p.A. (the “Company”) intend to amend the Deposit Agreement dated as of June 15, 2005 (the “Deposit Agreement”) under which the ADSs are issued to:

* reduce the period that must elapse between the termination of the Deposit Agreement and the date after which the Depositary may sell the remaining deposited shares of the Company (“Shares”) from one year to 60 days; and

* provide that the Depositary may, and, unless it has received what it considers a superior bonafide offer to purchase the Shares, shall effect sale by accepting any offer by Jazz Pharmaceuticals Italy S.p.A., the controlling shareholder of the Company, or any other affiliate of Jazz Pharmaceuticals plc to purchase those Shares at a price of not less than \$57.00 per Share, which was the price offered in the recent cash tender offer that was made for the ADSs.

That amendment will become effective on April 13, 2014, which is at least 30 days after the date of this Notice. The intended amended provision of the Deposit Agreement is set forth in Exhibit A to this Notice. **You are further notified** that the Deposit Agreement, as amended, will terminate at 5:00 pm (Eastern Time) on **April 13, 2014**. As a result of the termination of the Deposit Agreement, as amended, you will have until at least **June 12, 2014** to decide if you would like to retain your interest in Ordinary Shares of the Company. (be advised, there is no local market for the ordinary shares). After **June 12, 2014**, if you do not surrender your ADSs and request delivery of the underlying Ordinary Shares the Depositary will sell those Shares and you will receive the net proceeds of sale of those Shares. The date or dates on which the Depositary will sell all remaining deposited Shares has not been determined, but it will not be earlier than **June 13, 2014**.

To learn more about Depositary Receipts and issuer programs, please contact our marketing desks:

<i>New York</i>	<i>London</i>	<i>Hong Kong</i>
Ravi Davis	Damon Rowan	Herston Powers
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+1 212 815-4245	+44 207 964 6527	+852 2 840 9868
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This information and data is provided for general purposes only; it is not investment advice and should not be used for any investment decisions nor trading purposes. BNY Mellon does not warrant or guarantee the accuracy, timeliness or completeness of this announcement and shall have no liability for investment or other decisions based hereon, including market values loss on the sales or purchase of securities or other instruments or obligations. We do not undertake any obligation to update or amend this information or data. Nothing herein shall be deemed to constitute an offer to sell or a solicitation of an offer to buy securities.

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underlying Ordinary Shares, or whether the Shares are sold by the Depositary and the net proceeds are remitted to you, you must pay the fee of the Depositary as provided in the Deposit Agreement of up to \$0.05 per ADS surrendered. If you surrender your ADSs for the underlying Ordinary Shares, you will also have a cable fee of \$17.50 and any applicable taxes or government charges. Payment should be made to The Bank of New York Mellon.

When your ADSs are sold by the Depositary, the Depositary fee of \$0.05 and any applicable taxes or governmental charges will be deducted from the payment you will receive. Please note that, if you surrender your ADSs for the purpose of withdrawing the underlying Ordinary Shares, the delivery in the local market may require your bank/agent to enter instructions in the Italian book-entry settlement system to receive those Shares from the Depositary's custodian. You or your broker must contact your bank/agent to ensure that the necessary receive instructions are in place.

If the Shares are not delivered to and received by your bank/agent by the date the Depositary is permitted to sell the Shares, you will remain an ADS holder and may thereafter only receive any net cash proceeds from sale of those Shares, as described herein. **If you wish to receive payment of the proceeds of sale of Shares, please do not surrender your ADSs at this time. The Depositary will send a separate notice with instructions to surrender your ADSs after the sale of shares has been completed.**

You are encouraged to consult with your tax advisor as to your specific tax treatment.

The address of the Depositary is: The Bank of New York Mellon, 101 Barclay Street, Depositary Receipts Division – 15th Floor, Attention: Cancellation Desk, New York, NY 10286. Registered or overnight mail is the suggested method of delivering American Depositary Receipts evidencing ADSs to the Depositary. Terms used in this Notice and not otherwise defined therein shall have the meanings set forth in the Deposit Agreement. For information regarding your Gentium ADSs, please contact the Depositary on telephone number 1-888-BNY-ADRS (1-888-269-2377). THE BANK OF NEW YORK MELLON, As Depositary

Dated: March 14, 2014

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Exhibit A

The relevant portions of Section 6.02 of the Deposit Agreement and Article 21 of the form of Receipt are amended by replacing the words: “At any time after the expiration of one year from the date of termination, the Depositary may sell the Deposited Securities then held hereunder and may thereafter hold uninvested the net proceeds of any such sale, together with any other cash then held by it hereunder, unsegregated and without liability for interest, for the pro rata benefit of the Owners of Receipts which have not theretofore been surrendered, such Owners thereupon becoming general creditors of the Depositary with respect to such net proceeds.” with the words:

“As soon as practicable after the expiration of 60 days from the date of termination, the Depositary shall use reasonable efforts to sell the Deposited Securities then held hereunder and shall thereafter hold uninvested the net proceeds of any such sale, together with any other cash then held by it hereunder, unsegregated and without liability for interest, for the pro rata benefit of the Owners of Receipts which have not theretofore been surrendered, such Owners thereupon becoming general creditors of the Depositary with respect to such net proceeds. The Depositary may, and, unless it has received what it considers a superior bona fide offer to purchase all the remaining deposited Shares, shall effect such sale by accepting any offer made by Jazz Pharmaceuticals Italy S.p.A., the controlling shareholder of the Company, or any other affiliate of Jazz Pharmaceuticals Public Limited Company to purchase those Shares for a price of at least \$57.00 per Share.”

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