

**Ordinary Shareholders' Meeting and Extraordinary Shareholders' Meeting of Gentium S.p.A.**

**Date:** April 29, 2011 (first call) / May 9, 2011 (second call)  
See Voting Instruction On Reverse Side.

Please make your marks like this:  Use dark black pencil or pen only

**Ordinary Shareholders' Meeting:**

**THE BOARD OF DIRECTORS SUBMITS PROPOSALS 1, 2, 3, AND 4 FOR A VOTE.**

- |   | For                      | Against                  | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|
| 1. Approve the 2010 Italian GAAP financial statements of the Company and related documents and allocate the annual operating profit to the Company's net worth reserve.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To set the number of members of the Board of Directors and elect the following individuals as members of the Board of Directors of the Company for the 2011/2012 term:   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 01 a. Gigliola Bertoglio  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 02 b. Marco Codella   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 03 c. Glenn Cooper  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 04 d. Laura Ferro   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 05 e. Khalid Islam  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 06 f. Bobby Sandage, Jr.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approve compensation package for each director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approve the engagement of Reconta Ernst & Young, S.p.A. as the Company's independent auditor for the fiscal year 2011 with respect to the Company's U.S. GAAP Financial Statements and approve its compensation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. In its discretion, the proxy is authorized to vote upon such other matters as may properly come before the meeting.  |                          |                          |                          |

**Extraordinary Shareholders' Meeting:**

**THE BOARD OF DIRECTORS SUBMITS PROPOSALS 1 AND 2 FOR A VOTE.**

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 1. To amend the previous resolution of the Extraordinary Shareholders' Meeting held on April 27, 2007 and to increase the capital of the Company in cash for a maximum amount of €2,200,000 for the issuance of stock options. To grant the Chairman of the Board of Directors with the power to carry out all the necessary formalities in order to implement the above mentioned resolution.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To update and amend Article 6 of the Company's bylaws in order to confirm the previously granted powers of the Board of Directors, to increase the capital of the Company, issue convertible bonds and, in each case, exclude or limit the option right of the shareholders if it is in the interest of the Company. To grant the Chairman of the Board of Directors with the power to carry out all the necessary formalities in order to implement the above mentioned resolution. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. In its discretion, the proxy is authorized to vote upon such other matters as may properly come before the meeting.  |                          |                          |                          |

**Authorized Signatures - This section must be completed for your instructions to be executed.**

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

**Ordinary Shareholders' Meeting and Extraordinary Shareholders' Meeting of Gentium S.p.A. to be held April 29, 2011 (first call)/May 9, 2011 (second call) For Holders as of March 2, 2011**



**INTERNET**

- Go To  
**www.proxypush.com/gent**
- Cast your vote online.
  - View Meeting Documents.

OR



**MAIL**

OR

- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.



**TELEPHONE**

**1-866-390-6295**

- Use any touch-tone telephone.
- **Have your Voting Instruction Form ready.**
- Follow the simple recorded instructions.

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑

**All votes must be received by 5:00 pm, Eastern Time April 21, 2011 1<sup>st</sup> call and April 28, 2011 2<sup>nd</sup> call.**

**PROXY TABULATOR FOR**

**GENTIUM S.p.A.  
P.O. BOX 8016  
CARY, NC 27512-9903**



**EVENT #**

**CLIENT #**

## **Gentium S.p.A.**

### **Instructions to The Bank of New York Mellon, as Depositary (Must be received prior to 5:00 PM on April 21, 2011 1<sup>st</sup> call and April 28, 2011 2<sup>nd</sup> call)**

The undersigned registered holder of American Depositary Shares hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of Ordinary Shares or other deposited securities represented by such American Depositary Shares registered in the name of the undersigned on the books of the Depositary as of the close of business on March 2, 2011 at the Ordinary Shareholders' Meeting and the Extraordinary Shareholders' Meeting of Gentium S.p.A. to be held on April 29, 2011, if such meetings are held on the first call, or May 9, 2011, if such meetings are held on the second call, in respect of the resolutions specified on the reverse.

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P.O. Box 8016  
CARY, NC 27512-9903