REPORT OF THE BOARD OF DIRECTORS TO SHAREHOLDERS OF GENTIUM S.P.A. REGARDING ORDINARY SHAREHOLDERS' MEETING

Dear Shareholders and Holders of American Depositary Shares:

An Ordinary Shareholders' Meeting of Gentium S.p.A. (the "**Company**") has been called in order to (i) approve the 2010 Italian GAAP financial statements of the Company and related documents, (ii) set the number of members of the Board of Directors of the Company and elect members of the Board of Directors of the Company for the 2011/2012 term, (iii) approve director compensation, and (iv) to 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.

The "first call" for this meeting is April 29, 2011 at 10:00 a.m., Italian time, at the offices of the Notary Public, Mr. Massimo Caspani, in Via Pessina no. 3, Como Italy. Should a quorum not be present for the first call (attendance by shareholders representing at least half of the outstanding ordinary shares of the Company), a "second call" for this meeting will be on May 9, 2011 at the same time and place. There is no quorum requirement at the second call.

Holders of the Company's American Depositary Shares ("**ADSs**") of record on March 2, 2011 will be able to instruct The Bank of New York, the Company's depositary of the ordinary shares representing the ADSs, to vote those ordinary shares at the meeting pursuant to the terms of the Deposit Agreement dated as of June 15, 2005 between the Company and The Bank of New York. The Bank of New York will vote its ordinary shares pursuant to the instructions it receives from the ADS holders at either the first call or the second call, as the case may be. The affirmative vote of the majority of the shareholders present at either the first call (if a quorum is present), or second call (if necessary), is required to approve any resolution proposed at the Ordinary Shareholders' Meeting.

The Board of Directors recommends that you vote in favor of each of these matters.

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.

The 2010 Italian GAAP draft financial statements of the Company and related documents (*i.e.*, statement of assets and liabilities, profit and loss account, supplemental notes, report of the Board of Directors on the management of the Company and the reports of the Board of Statutory Auditors and the independent auditors) will be available for review at the registered office of the Company, located in Villa Guardia (Province of Como), Piazza XX Settembre 2, and also will be posted on the Company's website at www.gentium.com, starting no later than April 13, 2011. The Board of Directors recommends that the shareholders approve such financial statements and related documents and to allocate the annual operating profit to the Company's net worth reserve.

2. Set the number of members of the Board of Directors of the Company and elect members of the Board of Directors of the Company for the 2011/2012 term.

The Board of Directors submits to the shareholders' attention the proposal of retaining the number of members of the Board of Directors at six (6) and re-electing the following individuals as members of the Board of Directors for the term from this Ordinary Shareholders' Meeting to the Company's Ordinary Shareholders' Meeting approving the 2011 Italian GAAP draft financial statements (the "**Company's 2012 Annual Ordinary Shareholders' Meeting**"), or until otherwise replaced or removed. Additional information about each nominee is provided below.

a. Gigliola Bertoglio

b. Marco Codella

c. Glenn Cooper

d. Laura Ferro

e. Khalid Islam

f. Bobby Sandage

Gigliola Bertoglio, 76, has served as one of our directors since December 2004. Ms. Bertoglio has been a partner of Audirevi S.r.l., an Italian registered public accounting firm, since January 2005 and was a self-employed consultant during 2004. From 1970 through 2003 she was employed by Reconta Ernst & Young (the Italian affiliate of Ernst & Young LLP) and its predecessors and was an audit partner beginning in 1977. From 1998 until leaving the firm, she was responsible for the firm's Capital Market Group in Italy. From 1989 to 1998, she was responsible for directing the firm's Professional Standards Group, a member of the Accounting and Auditing Standards Group of Ernst & Young International and a coordinating audit partner for clients with international operations. From 1977 to 1989, Ms. Bertoglio was a partner of the Italian firm of Arthur Young & Co. (the predecessor to Ernst & Young) where she was responsible for directing the firm's Professional Standards Group, served in an advisory role to the Accounting and Auditing Standards Group of Arthur Young International and was a coordinating audit partner for clients with international operations. From 1970 to 1977, she was an Audit Manager (1970 to 1974) and an Audit Principal (1975 to 1977) with the Italian firm of Arthur Young & Co. in its Rome and Milan offices. Prior to 1970, Ms. Bertoglio was employed in the New York offices of Horwath & Horwath and LKH&H, both of which were public accounting firms. She earned a degree in Public Accounting from New York University and a Diploma in Accounting from Economics Institution in Biella, Italy. She is a Certified Public Accountant (active license to August 31, 2003, inactive after that) in the United States and included in the Register of Authorized Auditors of Consob, the Italian Stock Exchange's regulatory agency for public companies.

Marco Codella, 51, has served as one of our directors since June 2005. Mr. Codella has been the Chief Financial Officer of Sigma-Tau Industrie Farmaceutiche Riunite S.p.A., an international family of pharmaceutical companies, since May 1999 and he has been Chief

Financial Officer of Sigma-Tau Finanziaria S.p.A. since July 2008. Mr. Codella was a professor of Economics and Management Accounting at University of Rome, La Sapienza from 2001 to 2007. From 1997 to 1999, Mr. Codella was the Finance, IT and Logistics Director of Crown Cork & Seal Italy S.p.A., an Italian subsidiary of Crown Holdings, Inc., a manufacturer of packaging products to consumer marketing companies. From 1994 to 1997, Mr. Codella was the Finance and IT Director of Crown Cork & Seal Italy S.p.A. From 1990 to 1994, Mr. Codella held various finance positions at Digital Equipment Italia S.p.A., an Italian subsidiary of Digital Equipment Corporation, a computer company. From 1987 to 1990, Mr. Codella was the Finance Manager of an Italian subsidiary of Ampex Corporation, a provider of technology for acquisition, storage and processing of visual information. From 1984 to 1987, Mr. Codella was an auditor at Deloitte, Haskins & Sells, an accounting firm. Mr. Codella is a director of Sigma-Tau Finanziaria S.p.A. He is also a Director of Sigma-Tau Industrie Farmaceutiche Riunite S.p.A., Biosint S.p.A., Tecnogen S.p.A., Sigma-Tau Healthscience LLC, Sigma-Tau India, Sigma-Tau BV, and Sigma-Tau Healthscience International BV, each of which is a subsidiary of Sigma-Tau Finanziaria S.p.A. Mr. Codella is an Italian certified public accountant. Mr. Codella graduated summa cum laude from Rome University in 1984 with a degree in economics.

Glenn Cooper, 58, has served as one of our directors since October 2009. Dr. Cooper is currently the Executive Chairman and Chief Executive Officer of Coronado Biosciences, Inc., a clinical stage biopharmaceutical company focused on cancer care. From 1993 until 2009, Dr. Cooper served as Chairman and Chief Executive Officer of Nasdaq-listed Indevus Pharmaceutical, a specialty pharmaceutical company focused on urology and endocrinology.. Prior to joining Indevus in 1993, Dr. Cooper held numerous executive level positions, including President and Chief Executive Officer of Progenitor, Inc., Executive Vice President and Chief Operating Officer of Sphinx Pharmaceuticals Corporation, and various clinical and regulatory positions with NYSE-listed Eli Lilly and Company. Dr. Cooper has participated in the development and commercialization of numerous drugs, including Prozac®, Axid®, Lorabid®, Ceclor®, SANCTURA®, SANCTURA XR®, Supprelin-LA®, and Vantas®. Dr. Cooper is currently a member of the Board of Directors of Repligen Corporation, listed on Nasdaq. Dr. Cooper received an M.D. from Tufts University School of Medicine, performed his postdoctoral training in Internal Medicine and Infectious Diseases at the New England Deaconess Hospital and the Massachusetts General Hospital and received a B.A. from Harvard University.

Laura Ferro, 59, is our former President and Chief Executive Officer (1991 until 2009) and has served as one of our directors since 1991. Dr. Ferro is the former President and Chief Executive Officer of our largest shareholder, FinSirton. From 1991 to 2010, Dr. Ferro also held various positions at Sirton Pharmaceuticals S.p.A., a subsidiary of FinSirton that specializes in manufacturing pharmaceutical products. Prior to that, Dr. Ferro was a practicing physician for 15 years. Dr. Ferro is a member of the executive committee of Farmindustria, an Italian pharmaceutical industry group. She is also the President of the Gianfranco Ferro Foundation, a not-for-profit Italian organization with the mission of stimulating research, education and dissemination of information on the correct use of medications and adverse effects of medicines. Dr. Ferro received her M.D. and Ph.D. degrees from the University of Milan, and a MBA from Bocconi University in Milan in 1994. Dr. Ferro is a licensed physician. She was certified in psychiatry at the University of Milan in 1981 and in Clinical Pharmacology at the University of Milan in 1994.

Khalid Islam, 55, has served as our Chairman of our Board of Directors since December 2009 and our Chief Executive Officer since November 2009. Dr. Islam has over 22 years of experience in the pharmaceutical sector. From 1999 to 2008, he was the President and Chief Executive Officer of the SWX-listed anti-infective company Arpida AG. Prior to joining Arpida, he held various research and development roles at Hoechst Marion Roussel and Marion-Merrell Dow, both global pharmaceutical companies. He is the founder/co-founder of several companies and has previously served as a member of the Board of Directors for Arpida AG in Switzerland, Rheoscience A/S in Denmark and Chairman of Arpida Inc. In addition, Dr. Islam is currently the Chairman of the Board of Directors of C10 Pharma in Norway, an advisor to the venture capital group Kurma Biofund in Paris, a member of the International Scientific Advisory Board of the Network of Excellence in Pathogenomics, and a member of the Editorial Board of Current Drug Discovery and Technologies. He received a Bachelor of Science from Chelsea College, University of London, and his Ph.D. from Imperial College, University of London. He has published over 80 articles in scientific journals and holds numerous patents.

Bobby Sandage, Jr., 57, has served as one of our directors since October 2009. Dr. Sandage currently serves as Vice President of Embedded Therapeutics at NYSE-listed Covidien plc. From 1991, and until Indevus Pharmaceuticals was acquired by Endo Pharmaceuticals in 2009, Dr. Sandage held various positions at Indevus Pharmaceuticals, including as Executive Vice President of Research and Development and Chief Scientific Officer. Following the acquisition of Indevus Pharmaceuticals, Dr. Sandage served as the Executive Vice President for Endo Pharmaceuticals, a pharmaceutical company listed on Nasdaq that is engaged in the research, development, sale and marketing analgesic products and products to treat various urological and endocrinological conditions. Prior to joining Indevus Pharmaceuticals, Dr. Sandage held senior drug development positions DuPont Merck Pharmaceutical Company, DuPont Critical Care (formerly American Critical Care) and Merrell Dow Pharmaceuticals. Dr. Sandage previously served as a member of the Board of Directors of Osteologix Inc., a public pharmaceutical company that focuses on the treatment and prevention of diseases of bone and joint tissue. He has also served as a member of the Board of Directors of Genta, Inc., also a public company. Dr. Sandage has a B.S. in Pharmacy from the University of Arkansas and Ph.D. in Clinical Pharmacy from Purdue University.

3. Approve director compensation.

The Board of Directors submits to the shareholders' attention the following proposal to approve, as compensation for each director of the Company for the term from this Ordinary Shareholders' Meeting to the Company's 2012 Annual Ordinary Shareholders' Meeting, (i) US$ 45,000 in the form of an annual cash retainer and (ii) a stock option for 15,000 ordinary shares of the Company. The stock options will fully vest at the end of each director's term following his or her re-election to the Board of Directors at this Annual Ordinary Shareholders' Meeting and will have an exercise price equal to the higher of (i) the fair market value of the Company's ADSs on the date of grant and (ii) €3.02 pursuant to the resolutions taken by the 2007 Ordinary Shareholders' meeting. Such compensation excludes any committee fees and travel reimbursement.

4. Approve the engagement of Reconta Ernst & Young S.p.A. as the Company's independent auditor for fiscal year 2011 with respect to the Company's U.S. GAAP financial statements and its compensation.

The Board of Directors submits to the shareholders the proposal to resolve upon (A) the engagement of Reconta Ernst & Young S.p.A. as the Company's independent auditor for fiscal year 2011 with respect to the Company's U.S. GAAP financial statements, and, in connection therewith, (B) confirmation of a compensation per year to such auditor of €75,000, plus extra-ordinary amounts to be expressly determined for extraordinary transactions and services, and (C) granting the Chairperson of the Board and any other executive officer of the Company the power to negotiate with Reconta Ernst & Young S.p.A. the terms and conditions for its engagement, including the power to enter into an ad-hoc engagement letter.

In light of the above, the Board of Directors proposes to hold an Ordinary Shareholders' Meeting to approve the following resolutions:

At the Ordinary Shareholders' Meeting of Gentium S.p.A., after having examined and approved the report of the Board of Directors, the shareholders

RESOLVED

To 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;

To retain the number of members of the Board of Directors at six (6) and re-elect the following individuals as members of the Board of Directors of the Company for the term from this Ordinary Shareholders' Meeting to the Company's 2012 Annual Ordinary Shareholders' Meeting, or until otherwise replaced or removed:

a. Gigliola Bertoglio

b. Marco Codella

c. Glenn Cooper

d. Laura Ferro

e. Khalid Islam

f. Bobby Sandage, Jr.

To approve as compensation for each director of the Company for the term from this Ordinary Shareholders' Meeting to the Company's 2012 Annual Ordinary Shareholders' Meeting, excluding any committee fees and travel reimbursement, (i) US$ 45,000 in the form of an annual cash retainer and (ii) a stock option for 15,000 ordinary shares of the Company.

To approve (A) the engagement of Reconta Ernst & Young S.p.A. as the Company's independent auditor for fiscal year 2011 with respect to the Company's U.S. GAAP financial statements, and, in connection therewith, (B) compensation per year to such auditor of €75,000, plus extra-ordinary amounts to be expressly determined for extraordinary transactions and services, and (C) granting the Chairperson of the Board and any other executive officer of the Company the power to negotiate with Reconta Ernst & Young S.p.A. the terms and conditions for its engagement, including the power to enter into an ad-hoc engagement letter.