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COMP/M. 5253 - SANOFI-AVENTIS / ZENTIVA

SECTION 1.2

Description of the concentration

Sanofi-Aventis, through its wholly owned subsidiary Sanofi-Aventis Europe, published a voluntary public bid for all of the issued ordinary shares and global depository shares of Zentiva N.V. (**Zentiva**) on 11 July 2008. This operation would be an acquisition of sole control for the purposes of the EC Merger Regulation.

Sanofi-Aventis is a global pharmaceutical group engaged in the research, development, manufacture and marketing of healthcare products. The business of Sanofi-Aventis includes two main activities: (a) pharmaceuticals and (b) human vaccines through Sanofi Pasteur. In the pharmaceutical sector, Sanofi-Aventis focuses on innovative pharmaceuticals.

Zentiva is a major pharmaceutical group in the Central and Eastern European region focused on the development, manufacturing and marketing of branded generic pharmaceutical products.

The proposed transaction will enable Sanofi-Aventis to increase its presence in the growing markets in which Zentiva currently operates, in Central and Eastern Europe, Russia, the Ukraine and Turkey. It will also allow Sanofi-Aventis to benefit from Zentiva's line of branded generic products, which cover a broad scope of therapeutic needs, and reciprocally to accelerate Zentiva's development and deployment of its product offering in additional territories where the Sanofi-Aventis group already benefits from a well-established presence.

Sanofi-Aventis is convinced that the intended acquisition of the control of Zentiva carries a strong strategic rationale and believes that patients will benefit from the transaction as it regroups the respective strengths of the Parties to provide the best service and products, adapted to the requirements of their individual markets.