



Gentium SpA

Whistleblower policy

Procedures for the Submission of Complaints or Concerns Regarding Financial Statement Disclosures, Accounting, Internal Accounting Controls, or Auditing Matters

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Issue date: 28 October 2005	Page 1 of 7

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Reviewer

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Owner: Board of Directors	
Title: Whistleblower policy	
Document code: GNT_CG_001	Author : Salvatore Calabrese
Issue date: 28 October 2005	Page 2 of 7

Index

Revision and distribution list:	2
Index.....	3
1. POLICY	4
2. REPORTING PROCEDURE	5
3. TREATMENT OF COMPLAINTS	6
4. HARASSMENT, DISCRIMINATION OR RETALIATION	6
5. PUBLICATION OF THE PROCEDURE	6
6. ATTESTATION FORM.....	7

Owner: Board of Directors	
Title: Whistleblower policy	
Document code: GNT_CG_001	Author : Salvatore Calabrese
Issue date: 28 October 2005	Page 3 of 7

1. POLICY

Section 301 of the Sarbanes-Oxley Act of 2002, the applicable rules of the Securities and Exchange Commission, and the listing standards of the New York Stock Exchange require the Audit Committee (the “Committee”) of Gentium, SpA. (the “Company”) to establish formal procedures for: (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company, of concerns regarding questionable accounting or auditing matters.

The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. Accordingly, in order to facilitate the reporting of concerns and complaints, the Company’s Audit Committee has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including concerns regarding questionable accounting or auditing matters (collectively, “Accounting Matters”), and (2) the confidential, anonymous submission by employees of the Company of concerns regarding Accounting Matters.

The policy of Gentium SpA is to encourage employees to contact management to report potential problems with the integrity of the Company’s internal financial controls or the inaccuracy or incompleteness of financial or any other type of information, used to record transactions prepare financial statements and other financial reports derived from the Company’s books of account. Therefore, if an employee has doubts about the reliability or integrity of the accounting system or about auditing or believes that the Company is presenting erroneous financial or other information to the Company’s shareholders, any governmental authority or to the financial markets, such concerns should be promptly reported in accordance with the procedure outlined below.

The concerns reported in accordance with this policy will be promptly investigated further and all information that comes to light during the course of the investigation will be treated confidentially, with the exception of that necessary to conduct the investigation and any measures that may be adopted to resolve the situation.

An employee that reports his concerns in this context has the legal right to do so without any fear of harassment, discrimination or retaliation. Consequently, the Company’s employees may not be dismissed, demoted, suspended, threatened, harassed or discriminated against in any way for having:

- Raised questions regarding the correct presentation of the Company’s accounts;
- Supplied information or participated in an investigation regarding fraud against the Company’s conducted by (A) a federal regulatory agency, (B) a member or committee of the United States Congress or (C) a manager or employee of the Company, a member or committee that is part of the Board of Directors or any representative that acts on their behalf; or
- For having initiated legal action, testified, participated or in any event assisted in a past or current proceeding regarding an accusation of fraud against the Company.

Owner: Board of Directors	
Title: Whistleblower policy	
Document code: GNT_CG_001	Author : Salvatore Calabrese
Issue date: 28 October 2005	Page 4 of 7

2. REPORTING PROCEDURE

Any employee that has complaints or concerns regarding the integrity of the Company's internal financial controls or regarding the reliability or completeness of financial or any other type of information used for the Company's accounts or pertinent to such, or who observes questionable accounting practices or other irregularities relative to the Company's disclosure and reporting obligations, should promptly voice such complaint, concern or observation. The latter may be made anonymously if the employee so desires. Employees may forward concerns or complaints regarding Accounting Matters on a **confidential and anonymous** basis to the Chair of the Audit Committee through a hotline or e-mail as follows:

1. Internet

To send a message directly to the Audit Committee via the internet, go to this website address: <https://www.openboard.info/gnt/index.cfm> (english) or https://www.openboard.info/gnt/index_it.cfm (italian)

2. Email

To send an e-mail message to the Audit Committee, send to gnt@openboard.info (english) or gnt.it@openboard.info (Italian)

3. VoiceMail

Call 1 800 786817, password: 243577 to leave a message with the Audit Committee.

All messages, either by phone or over the internet, will be encrypted to preserve anonymity.

In your report include the following: (i) a description of the problem or irregularity, (ii) the period of time during which the employee has observed the problem or irregularity, and (iii) any measures adopted by the employee to investigate the problem or irregularity, including reporting such to a supervisor and the report of the same. The report may include, at the employee's discretion, details on how to contact said employee if further information should be required. In any event, as indicated previously, the report does not have to reveal the identity of the employee, if the latter decides to remain anonymous.

Examples of actions that should be reported include, but are not limited to: evidence of fraud, misappropriation of Company funds, a substantial change in the way the Company's accounts are presented with respect to the method used previously or with respect to generally accepted accounting principles, disclosures regarding reports filed with the Securities and Exchange Commission and other public disclosures that are incomplete, biased, unreliable, delinquent or incomprehensible, conduct that is not honest and ethical, conflicts of interest (including failure to disclose such conflicts), potential breaches of governmental rules and regulations or of the Company's Code of Conduct, or the falsification, concealment, or wrongful destruction of Company documents.

Owner: Board of Directors	
Title: Whistleblower policy	
Document code: GNT_CG_001	Author : Salvatore Calabrese
Issue date: 28 October 2005	Page 5 of 7

3. TREATMENT OF COMPLAINTS

Upon receipt of a concern or complaint, the Chair of the Audit Committee will (i) determine whether the concern or complaint actually pertains to Accounting Matters and (ii) when possible, acknowledge receipt of the concern or complaint to the submitter.

Concerns or complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the General Counsel, Audit Services or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

When possible and when determined appropriate by the Audit Committee, notice of any corrective action taken will be given to the person who submitted the concern or complaint.

4. HARASSMENT, DISCRIMINATION OR RETALIATION

The Company absolutely prohibits any actions of harassment, discrimination or retaliation against an employee that submits a report in accordance with this policy, based on his reasonable belief in the existence of a fact or situation that is worthy of reporting. Furthermore, the Company absolutely prohibits any action of harassment, discrimination or retaliation against an employee who participates in an investigation resulting from the submission of a report.

If an employee feels that he has been harassed, discriminated or retaliated against for having submitted a report or for having participated in an investigation resulting from the submission of a report, he should promptly report such to the person responsible for Human Resources, to the person responsible for legal affairs, to any supervisor, or to the Chairperson of the Company's audit committee of the board of directors.

5. PUBLICATION OF THE PROCEDURE

The Company will organise the distribution of this Policy and Procedure statement to all existing and any new employees and will make a copy available to the Human Resources Department.

Owner: Board of Directors	
Title: Whistleblower policy	
Document code: GNT_CG_001	Author : Salvatore Calabrese
Issue date: 28 October 2005	Page 6 of 7

6. ATTESTATION FORM

To: Salvatore Calabrese (Chief Financial Officer)

Subject: Whistleblower Policy

I, _____,
First Name Middle Name Last Name
(PLEASE PRINT)

As an employee, officer or director of Gentium S.p.A., I do hereby acknowledge that I have received a copy of the Whistleblower Policy and that I have read and reviewed the Whistleblower Policy and understand its contents and understand that I am subject to all of its provisions. I further certify that I am not aware of any violations of the Whistleblower Policy that have not been duly reported pursuant to the provisions of the Whistleblower Policy as of the date of this certification.

Signature

Date: _____

Owner: Board of Directors	
Title: Whistleblower policy	
Document code: GNT_CG_001	Author : Salvatore Calabrese
Issue date: 28 October 2005	Page 7 of 7