

---

STATUTES  
of  
CHEMICAL WORKS OF GEDEON RICHTER PLC.

---

(This consolidated version contains the amendments of the Statutes approved by the [Extraordinary Annual](#)  
General Meeting of [December 18, April 25](#), 2007.)

## CHEMICAL WORKS OF GEDEON RICHTER PLC.

### STATUTES

Consolidated version prepared on the basis of Act IV of 2006 on Business Associations (the "Companies Act"):

(1) **The name of the Company<sup>1</sup>: Richter Gedeon Vegyészeti Gyár Nyilvánosan Működő Rt.**

Abbreviated name of the Company: Richter Gedeon Nyrt.

The trade name of the Company in foreign languages:

in English: Chemical Works of Gedeon Richter Plc.

abbreviated name: Gedeon Richter Plc.

in German: Chemische Fabrik Gedeon Richter Offene AG.

abbreviated name: Gedeon Richter AG.

in French: Fabrique de Produits Chimiques Gedeon Richter S.A.

abbreviated name: Gedeon Richter S.A.

in Russian: Otkritoye A.O. Chimichesky Zavod Gedeon Richter

abbreviated name: Gedeon Richter O.A.O.

in Spanish: Fábrica de Productos Químicos Gedeon Richter S.A.

abbreviated name: Gedeon Richter S.A.

(2) **Seat of the Company:** 1103 Budapest, Gyömrői út 19-21.

Seat of the Branch of the Company: 2510 Dorog, Esztergomi út 27.<sup>2</sup>

(3) **The Company is the General Legal Successor of Kőbányai Gyógyszerárugyár.**

(4) **The Company is Established for an Indefinite Period of Time.**

The Company shall commence its activities on the day of its foundation.

(5) **Scope of the Activities of the Company (TEÁOR '03)<sup>3</sup>:**

The main activity of the Company:

**24.42 Manufacture of pharmaceutical preparations**

Other scope of activities of the Company:

---

<sup>1</sup> The company name has been modified in accordance with the resolution of the AGM held on April 26, 2006 due to the modification of the Companies Act.

<sup>2</sup> The house number in the address of the Company's Branch has been changed pursuant to a certificate of the Mayor's Office of the City of Dorog. The change has been entered into this Statute by the General Meeting held in 2004.

<sup>3</sup> The classification of the scope of activities changed on January 1, 2003, therefore, the scope of activities of the Company has been re-classified in accordance with the new TEÁOR '03. No substantial changes have occurred in the scope of activities of the Company.

- 21.22 Manufacture of household and health-related paper products
- 24.13 Manufacture of inorganic basic chemicals
- 24.14 Manufacture of organic basic chemicals
- 24.20 Manufacture of pesticides and other agro-chemical products
- 24.41 Manufacture of basic pharmaceutical products
- 24.52 Manufacture of personal hygiene products
- 24.66 Manufacture of other chemical products n.e.c.
- 33.10 Manufacture of medical and surgical equipment and orthopaedic appliances
- 40.11 Production and distribution of electricity
- 40.12 Transmission of electricity
- 40.13 Distribution and trade of electricity
- 40.21 Manufacture of gas;
- 40.22 Distribution and trade of gaseous fuels
- 40.30 Steam and hot water supply
- 41.00 Collection, purification and distribution of water
- 51.19 Agents involved in the sale of a variety of goods
- 51.44 Wholesale of china and glassware, wallpaper and cleaning materials
- 51.45 Wholesale of perfume and cosmetics
- 51.46 Wholesale of pharmaceutical goods
- 51.47 Wholesale of other household goods
- 51.55 Wholesale of chemical products
- 51.56 Wholesale of other intermediate products
- 51.86 Wholesale of electronic parts and equipment
- 51.87 Wholesale of other machinery for use in industry, trade and navigation
- 51.90 Other wholesale
- 52.31 Dispensing chemists
- 52.48 Other retail sale and specialized stores
- 55.23 Other provision of lodgings n.e.c.
- 55.51 Canteens
- 55.52 Catering
- 60.24 Freight transport by road
- 63.11 Cargo handling
- 63.12 Storage and warehousing
- 65.23 Other financial intermediation n.e.c.
- 70.11 Development and sale of real estate
- 70.12 Buying and selling of own real estate
- 70.20 Letting of own property
- 70.32 Management of real estate on a fee or contractual basis
- 71.21 Renting of other land transport equipment
- 71.32 Renting of construction and civil engineering machinery
- 71.33 Renting of office machinery and equipment including computers
- 71.34 Renting of other machinery and equipment n.e.c.
- 73.10 Research and experimental development on engineering
- 74.14 Business and management consultancy activities
- 74.15 Asset management
- 74.20 Architectural and engineering activities and related technical consultancy
- 74.30 Technical testing and analysis
- 74.82 Packaging activities
- 74.87 Other business activities n.e.c.
- 90.01 Collection and treatment of sewage
- 90.02 Collection and treatment of other waste
- 90.03 Sanitation, remediation and similar activities
- 92.51 Library and archives activities
- 93.01 Washing and dry-cleaning of textile and fur products
- 93.05 Other service activities n.e.c.

**(6) The Registered Capital (Subscribed Capital) of the Company:**

- 6.1 The registered capital (subscribed capital) of the Company is: ~~HUF 24,849,983,000~~ ~~18,637,486,000~~, i.e. ~~twenty-four-billion-eight-hundred-forty-nine-million-nine-hundred-and-eighty-three-thousand~~ ~~eighteen billion six hundred thirty seven million four hundred and eighty six thousand~~ Hungarian Forints, of which HUF 6,147,486,000 comprises cash contributions and HUF ~~18,702,497,000~~ ~~12,490,000,000~~ comprises in-kind contributions.<sup>4</sup>

---

<sup>4</sup> The amount of the registered capital has been raised in accordance with Resolution of the EGM on December 18, 2007.

The in-kind contributions consist of the assets of Kőbányai Gyógyszerárugyár (HUF 11,390,000,000) as determined in its transformation plan, ~~and~~ the in-kind contribution of Richter Gedeon Vegyészeti Gyár Rt., having been determined to have a value of HUF 100,000,000 and the in-kind contribution of Genefar BV (registration no.: 33250246; registered seat: De Boelelaan 7, 1083HJ Amsterdam, Netherlands) having been determined to have a value of HUF 230,819,113,538, which value has been accepted by the shareholders as confirmed by KPMG Hungária Kft. (with the registered office at H-1139 Budapest, Váci út 99., registration number: 01-09-063183), the independent auditor conducting the assessment of the contribution in kind.

6.2 The in-kind contribution of Richter Gedeon Vegyészeti Gyár Rt. consists of certain intangible assets of Richter Gedeon Vegyészeti Gyár Rt. with a value of HUF 100,000,000. The founders shall accept the value of the in-kind contribution of the Company at the above specified value. Richter Gedeon Vegyészeti Gyár Rt. permits the Company to use the trade name "Richter Gedeon Vegyészeti Gyár Rt." free of charge. The in-kind contribution of Genefar BV consists of shares in Zakłady Farmaceutyczne Polpharma S.A. and must be provided to the Company by Genefar BV simultaneously to the subscription on the Subscription Day as determined by the EGM held on December 18, 2007. Genefar BV will receive 6,212,497 series D common shares each with a nominal value of HUF 1,000 for the in-kind contribution.

6.3 (Deleted pursuant to the resolution passed by the General Meeting held on September 28, 1993)

## (7) Shares and Shareholder Rights

7.1 The Company's registered capital consists of:

18,637,486 that is eighteen-million six-hundred-and-thirty-seven-thousand four-hundred-eighty-six series "C" and 6,212,497 that is six-million two-hundred-and-twelve-thousand four-hundred-and-ninety-seven series "D", that is in aggregate 24,849,983 that is twenty-four-million-eight-hundred-fourty-nine-thousand-nine-hundred-and-eighty-three dematerialized registered common shares, each with a nominal value of HUF 1,000.<sup>7</sup>

7.2 The distribution of shares at foundation of the Company:

7.2.1 The Company was established as a closely-held company. By signing the Company's Statutes and Deed of Foundation, the founders of the Company subscribed for the total registered share capital (HUF 12,417,500,000) of the Company and received all the then issued shares. The shares were allotted in accordance with Act XIII of 1989 and the transformation plan in the following proportions:

The Hungarian State - State Property Agency <sup>8</sup>	11,390,000,000 Ft
The Hungarian State - Richter Gedeon Vegyészeti Gyár Rt.	100,000,000 Ft
Magyar Hitel Bank Rt.	917,500,000 Ft
Pharma Haupt GmbH	10,000,000 Ft

7.2.2 Pursuant to General Resolution No. 1/1991, the Company converted HUF 806,474,000 of capital assets into registered capital, and accordingly issued 63,950 bearer shares and 742,524 registered preference shares.

7.2.3 Pursuant to Resolution No. 26/1994. 09. 28. of the General Meeting, the Company increased its registered capital by HUF 4,413,512,000 and issued 4,413,512 new registered common shares; thereafter, in accordance with Resolution No. 27/1994. 09. 28. of the General Meeting, 63,950 bearer shares, each having a nominal value of HUF 1,000, were converted into registered common shares, each having a nominal value of HUF 1,000, on a one-by-one basis.

<sup>7</sup> The section has been modified as approved by the EGM held on December 18, 2007.

<sup>8</sup> Remark: In accordance with the applicable law, the shares held by the Hungarian State have been transferred to the State Holding Co. Ltd.

- 7.2.4 Upon request of the shareholders and pursuant to Resolution No. 19/1995.04.27., the General Meeting of the Company transformed one registered preference share into one registered common share.
- 7.2.5 Upon request of the shareholders and pursuant to Resolutions No. 13/1996. 05. 03. and No. 14/1996. 05. 03., the General Meeting of the Company approved the conversion of 517,139 registered preference shares into 517,139 registered common shares.
- 7.2.6 At the request of the shareholders and pursuant to Resolution No. 11/1997. 04. 29. and no. 12/1997. 04. 29., the Annual General Meeting of the Company converted 171,413 registered preference shares into 171,413 registered common shares.<sup>9</sup>
- 7.2.7 The Company's Extraordinary General Meeting held on May 28, 1997 approved to increase the registered share capital by HUF 1,000,000,000 up to HUF 18,637,486,000 in accordance with Resolution No. 7/1997. 05. 28.<sup>10</sup>
- 7.2.8 At the request of the shareholders and pursuant to Resolution No. 11/1998. 04. 28. and No. 12/1998. 04. 28., the Annual General Meeting of the Company converted 16,327 registered preference shares into 16,327 registered common shares.<sup>11</sup>
- 7.2.9 At the request of the shareholders and pursuant to Resolution No.11/1999. 04. 28. and No. 12/1999. 04. 28., the Annual General Meeting of the Company converted 3,498 registered preference shares into 3,498 registered common shares.<sup>12</sup>
- 7.2.10 At the request of the shareholders and pursuant to Resolutions No. 9/2000. 04. 26. and 10/2000. 04. 26., the Annual General Meeting of the Company converted 16,987 registered preference shares into 16,987 registered common shares.<sup>13</sup>
- 7.2.11 At the request of the shareholders and pursuant to Resolutions No. 9/2001. 04. 26. and 10/2001. 04. 26., the Annual General Meeting of the Company converted 4,066 registered preference shares into 4,066 registered common shares.<sup>14</sup>
- 7.2.12 At the request of the shareholders and pursuant to Resolutions No. 9/2002. 04. 25. and 10/2002. 04. 25., the Annual General Meeting of the Company converted 1688 registered preference shares into 1688 registered common shares.<sup>15</sup>
- 7.2.13 At the request of the shareholders and pursuant to Resolutions No. 11/2003. 04. 28. and 12/2003. 04. 28., the Annual General Meeting of the Company converted 1806 registered preference shares into 1806 registered common shares.<sup>16</sup>
- 7.2.14 Pursuant to Resolution No. 16/2003. 04. 28., the Annual General Meeting of the Company has approved the conversion of the registered common shares of the Company into dematerialized shares.<sup>17</sup>

---

<sup>9</sup> Section 7.2.6 has been inserted in accordance with the resolution of the AGM held on April 29, 1997.

<sup>10</sup> Section 7.2.7 has been inserted in accordance with EGM Resolution No. 9/1997.05.28.

<sup>11</sup> Section 7.2.8 has been inserted in accordance with the resolution of the AGM held on April 28, 1998.

<sup>12</sup> Section 7.2.9 has been inserted in accordance with the resolution of the AGM held on April 28, 1999.

<sup>13</sup> Section 7.2.10 has been inserted in accordance with the resolution of the AGM held on April 26, 2000.

<sup>14</sup> Section 7.2.11 has been inserted in accordance with the resolution of the AGM held on April 26, 2001.

<sup>15</sup> Section 7.2.12 has been inserted in accordance with the resolution of the AGM held on April 25, 2002.

<sup>16</sup> Section 7.2.13 has been inserted in accordance with the resolution of the AGM held on April 28, 2003.

<sup>17</sup> Section 7.2.14 has been inserted in accordance with the resolution of the AGM held on April 28, 2003.

- 7.2.15 At the request of the shareholders and pursuant to Resolution No 12 /2004. 04. 28., the Annual General Meeting of the Company converted 2,570 registered preference shares into 2,570 registered common shares.<sup>18</sup>
- 7.2.16 At the request of the shareholders and pursuant to Resolution No 14 /2005. 04. 27., the Annual General Meeting of the Company converted 2,678 registered preference shares into 2,678 registered common shares.<sup>19</sup>
- 7.2.17 At the request of the shareholders and pursuant to Resolution No 12 /2006. 04. 26., the Annual General Meeting of the Company converted 892 registered preference shares into 892 registered common shares.<sup>20</sup>
- 7.2.18 Pursuant to Resolutions No. 11/2007.04.25, 12/2007.04.25 and 13/2007.04.25, the Annual General Meeting converted 3,459 registered preference shares into 3,459 registered common shares.<sup>21</sup>
- 7.2.19 The Company's Extraordinary General Meeting held on December 18, 2007 approved to increase the registered share capital by HUF 6,212,497,000 up to HUF 24,849,983,000 in accordance with Resolution No. 7/2007.12.18. The 6,212,497 newly issued series D common shares, each with a nominal value of HUF 1,000 and an issue value of HUF 37,154, entitle to dividends from the profits generated after January 1, 2008 and otherwise rank pari passu with the existing 18,637,486 pieces of C series common shares of the Company.
- 7.3<sup>22</sup> The Company's common shares are dematerialized shares. The dematerialized share is a data complex created, recorded, transmitted and registered in an electronic format, identifiably containing all material information pertaining to the securities as defined in separate legislation, which does not have a serial number. In the case of dematerialized shares, the owner's name as well as all other data identifying the owner are contained in the register (the security account) kept by the distributor of the securities on behalf of such owner. (Subsection 180(1) of the Companies Act).
- 7.4<sup>23</sup> The shares of a public company (including interim shares) may only be issued in a dematerialized form (Subsection 286(1) of the Companies Act). Within one category and class of shares, several series may be issued. The shares embodying identical content and extent of shareholder rights are deemed one series of shares. Shares belonging to one series of shares may not differ as to their face value or method of production.
- 7.5<sup>24</sup> The securities account of an owner of shares shall be kept by the investment service provider. The securities account shall be opened pursuant to a securities account agreement. On the basis of a securities account agreement, the securities account keeper undertakes to record and administrate the securities in the ownership of the other contracting party (account holder) on the securities account opened with the securities account keeper, to execute the account holder's proper instructions and to inform the account holder about the crediting and debiting of the account as well as the balance of the account. The account holder may terminate the securities account agreement at any time without notice; however, such termination shall only be valid if the account holder indicates simultaneously another securities account keeper, except if the account has been depleted. The depletion of the securities account shall not automatically constitute termination of the securities account agreement.

---

<sup>18</sup> Section 7.2.15 has been inserted in accordance with the resolution of the AGM held on April 28, 2004.

<sup>19</sup> Section 7.2.16 has been inserted in accordance with the resolution of the AGM held on April 27, 2005.

<sup>20</sup> Section 7.2.17 has been inserted in accordance with the resolution of the AGM held on April 26, 2006.

<sup>21</sup> This text has been inserted in accordance with the resolution of the AGM held on April 25, 2007.

<sup>22</sup> The section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

<sup>23</sup> The section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

<sup>24</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2003 due to the dematerialization of the common shares.

The securities account may be controlled by the account holder, or by a person duly authorized by the account holder. A power of attorney shall only have effect vis-à-vis the securities account keeper if provided to it in writing, in the form and if containing the information stipulated in the securities account keeper's business regulations. Control of jointly owned securities recorded on a security account shall be exercised by the owners jointly, or by a common representative elected by the owners and notified to the securities account keeper. Control of a securities account the holder of which is subject to bankruptcy or liquidation, or is under voluntary dissolution can be exercised only by the bankruptcy trustee, the receiver or the liquidator, as the case may be. Following the announcement of the bankruptcy, liquidation or voluntary dissolution proceedings, the securities account keeper shall only accept instructions from such persons. The account holder shall provide notice of the name of the bankruptcy trustee, the receiver or the liquidator to the securities account keeper within three days from the date of appointment. The signature specimen of authorized signatories shall be supplied to the securities account keeper in the manner set forth in the securities account keeper's business regulations.

The securities account keeper shall transfer all securities to a blocked subsidiary securities account, which are under attachment due to an encumbrance arising from third party's rights by virtue of law, court order, administrative measure or contract, or if so instructed by the account holder. The blocked subsidiary account shall indicate the legal title giving rise to the attachment, such as bail, lien, court deposit, action of replevin (claim of exemption), judicial execution, as well as the person named as the beneficiary. The attachment of securities held in a subsidiary account may be cancelled, or another attachment may be implemented only if the fact underlying the attachment is eliminated and it is declared and so notified by the appropriate person. In this case the securities account keeper shall immediately transfer back the securities in question into the securities account. If the account holder is permitted to alienate any securities subject to an attachment, the securities account keeper shall transfer such securities, with an indication of the attachment, to the blocked subsidiary account of the new owner of the securities opened under this new owner's securities account.

7.6 (This section was deleted in accordance with the resolution of the AGM held on April 25, 2007).

7.7<sup>26</sup> The rules relating to the conversion of the share category are set forth in section 7.13.

If a resolution is passed at a General Meeting on the conversion of any categories of shares of the Company, the Board of Directors, at cost of the Company, shall provide, in compliance with the legal rules and the regulations of the central depository for the invalidation of the document issued previously relating to the dematerialized shares but which is not deemed to be security, the issuance of a new document and the registration of the converted shares on the securities accounts.

7.8 Should the Company's registered capital be increased, the price of the shares to be issued and the due date by which payments for such shares shall be made, shall be determined in the resolution on the increase of the Company's registered capital.<sup>27</sup>

7.9 If a shareholder fails to provide his contribution undertaken by the date set forth, the Board of Directors shall order such shareholder to provide the contribution within a period of thirty days. Such order shall also note that failure to perform will result in the termination of the shareholder status with respect to the shares concerned. In the event the period of thirty days passes without performance, the shareholder status with respect to the given shares shall terminate on the day following the expiration of such period. The Board of Directors shall inform the shareholder thereof in writing.<sup>28</sup>

7.10 (Deleted pursuant to the resolution passed by the General Meeting held on April 25, 2007).

---

<sup>26</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2003 due to the dematerialization of the common shares.

<sup>27</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2004.

<sup>28</sup> New text has been inserted in accordance with the resolution of the AGM held on April 28, 1999.

## 7.11<sup>29</sup> Rights of the shareholder:

- 7.11.1 The shareholder is entitled to receive a share of the Company's profits that are distributable and where a dividend is declared by the General Meeting. Such dividend shall be in proportion to the number of nominal shares held by the shareholder (right to a dividend) however, dividends with respect to treasury shares shall be added to the non-distributable after-tax profit of the Company and according to Resolution No. 7/2007.12.18., the 6,212,497 newly issued series D common shares entitle to dividends from the profits generated after January 1, 2008 only. Shareholders that have been registered in the share-register as a result of the identification of ownership prepared regarding the payment of dividends – the earliest reference date of which may be the 5<sup>th</sup> working day following the general meeting in which dividends were declared – are entitled to dividends. (Subsection 220(1) of the Company Act and on the basis of Regulations of the Budapest Stock Exchange for listing, continued trading and disclosure).
- 7.11.2 In case of termination of the Company without a legal successor, the shareholder shall be entitled – based on the payments and in-kind contributions made by the shareholder for the shares - to a portion of any remaining assets of the Company following satisfaction of the Company's creditors. Such portion of the remaining assets shall be distributed to the shareholder in proportion to the ratio between the nominal value of its shareholding in the Company's registered capital and the total registered capital of the Company (proportional right to liquidation assets).
- 7.11.3 Every shareholder has the right to participate in the General Meeting, to request information, to voice its opinion and to submit motions within the limits set forth by the Companies Act. Shareholders entitled to vote may vote.
- 7.11.4 The Board of Directors shall provide every shareholder who makes a request, at least eight days before the General Meeting, with information necessary to enable the shareholder to evaluate items on the General Meeting agenda. The Board of Directors may withhold information where its dissemination in its opinion would compromise business secrets of the Company. Information must be provided in this case as well if the Board of Directors is instructed to do so by a resolution of the general meeting (Subsection 298(2) of the Companies Act). The shareholder is not allowed to inspect the Company's business accounts or other business documents as part of his right to information (on the basis of subsection 298(3) of the Companies Act). The shareholder is obligated to maintain the business secrets of the Company secret, and he is liable for damages caused to the Company by the breach of this obligation pursuant to the rules of section 339 of the Civil Code. (Subsection 215(3) of the Companies Act).
- 7.11.5 (Deleted and inserted in Section 11.4 pursuant to the resolution passed by the General Meeting held on April 27, 2005)
- 7.11.6 (Deleted and inserted in Section 11.5.3 pursuant to the resolution passed by the General Meeting held on April 27, 2005)

## 7.12 Court review of resolutions

Any shareholder of the Company may request a court review of resolutions passed by the organs of the Company with reference to the point that such resolution conflicts with the Companies Act, other legal regulations, or these Statutes.

Any member of the Board of Directors or the Supervisory Board may also initiate a court review of a resolution passed by the General Meeting.

---

<sup>29</sup>

This section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

The action for court review of a resolution violating the law shall be initiated against the Company within thirty days after obtaining knowledge of such resolution. Following expiration of a ninety day non-appealable deadline from the date of the passing of the resolution, the resolution may not be contested even if it has not been communicated to the person entitled to initiate a claim or he has not obtained any knowledge thereof.

Any person who voted in favor of a resolution is not entitled to this right to bring an action against such a resolution, provided that the person's affirmative vote was not procured by mistake, fraud, or unlawful threat.

7.13<sup>30</sup> Amendments to the rights attached to shares within a series, the form of operation of the Company, the reduction of the registered capital, as well as transformation of categories and classes of shares:

7.13.1 (Deleted pursuant to the resolution passed by the General Meeting held on April 28, 2004.)

7.13.2 (Deleted pursuant to the resolution passed by the General Meeting held on April 25, 2007).

7.13.3 A resolution of the General Meeting aiming at the change of the form of operation of the Company may be passed in accordance with the rules governing amendments of the statutes and in view of the legislative provisions applicable in respect of securities.

7.13.4 If the Company has issued securities of a differing type or class, with the exception of a mandatory reduction of the registered capital pursuant to the Companies Act, the resolution of the General Meeting on the registered capital reduction may be passed validly only if a majority of the shareholders of the types and classes of shares directly affected by the registered capital reduction present at the General Meeting consent thereto separately. In the course thereof, the provisions on any restriction or exclusion of voting rights attached to such shares may not be applied, save where voting rights relating to shares held by the Company are excluded.

7.13.5 In the case mentioned in section 7.13.4 above, the shareholders directly affected shall vote on the reduction of the registered capital, simultaneously with or prior to the General Meeting resolution at issue.

7.13.6 (Deleted pursuant to the resolution passed by the General Meeting held on April 25, 2007).

7.14 Obligations of Certain Shareholders:

7.14.1 A shareholder of the Company may not establish, manage, administer or permit the continuance of any depositary arrangement in Hungary or any other country in respect of shares or any other securities convertible into shares of the Company unless provisions having substantially the same purpose and effect as the provisions in Sections 9 and 13 hereof are imposed on investors and any other participants in such depositary arrangement by the agreement(s), conditions and any other instrument(s) constituting or otherwise regulating such depositary arrangement.

7.14.2 For the purposes of the present Statutes, a "depositary arrangement" shall mean any arrangement for the holding of shares or convertible securities of a corporate entity by a depositary or any other person (however defined) registered as a shareholder in the Share Register of such entity pursuant to which the persons participating in such arrangement as investors are granted interests in a global certificate, or are issued with securities or certificates, such global certificate or securities or certificates evidencing interests or rights in respect of the shares or convertible securities held by such depositary or other person holding

---

<sup>30</sup> This section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

the shares or convertible securities. The Statutes may provide that the depositary or other person holding the shares shall not be subject to the provisions of Articles 9 and 13, or shall be subject only to certain of them, provided, however, that such depositary or other person shall always comply with Section 7.14.1 hereof.

## **(8) Share Register - Certificate of Shareholding**

- 8.1<sup>31</sup> The Board of Directors of the Company shall keep a register of shareholders, including holders of interim shares. The Board of Directors of the Company may outsource the administration of its Share Register to a clearing house, a central depository, an investment enterprise or a financial institution, subject to publication of the commission and identity of the consignee in the Cégközlöny (Companies Gazette) and on the Company's homepage. The following shall be recorded in the Share Register : the name (company) and address (registered seat) of the shareholders and the shareholders' representatives (hereinafter referred to jointly as "shareholders"), or in the case of jointly owned shares, the name (company) and address (seat office) of the joint representative, furthermore, the number of shares or interim shares (ownership ratio) of shareholders as per each series of shares, as well as any other data set forth by law and in section 9.3 of the Statutes.
- 8.2<sup>32</sup> Shareholders may inspect the Share Register, and may request a copy of the section thereof concerning themselves from the Board of Directors or the party commissioned by it, which request the keeper of the Share Register shall satisfy within five days. The first copy of such certificate of shareholding (the extract in the case of digital data carriers) shall be provided free of charge. Any further copies shall be provided at the expense of the shareholder requesting them. The Share Register may be inspected by third parties within the limits of the legal regulations concerning the inherent rights and the protection of data.
- 8.3<sup>33</sup> The securities account keeper, unless otherwise instructed by the shareholder (which instructions may be incorporated into the contract concluded with the securities account keeper, or into the general terms of contracts or the business regulations of the securities account keeper) shall disclose within two working days of the credit of the shares to the securities account to the keeper of the Share Register the shareholder's name (business name), address (seat), the quantity of shares and interim shares (rate of ownership) held by the shareholder according to the series, as well as any other information prescribed by law.
- 8.4<sup>35</sup> The determination of entitlement to exercise the rights of shareholding - according to the act on securities – takes place by way of identification of ownership. A certificate of ownership is not required for the exercise of shareholding rights (Subsection 297(2) of the Companies Act).

## **(9) Transfer of Shares**

### **A. General**

- 9.1<sup>36</sup> Whenever title to dematerialized securities is conveyed, it must be effectuated through the crediting and debiting of securities accounts. Unless evidenced to the contrary, the holder of a security shall be the person on whose account it is registered.
- 9.2<sup>37</sup> The transfer of shares or interim shares shall be considered valid and effective towards the Company only if the name of the new shareholder is entered into the Share Register.

---

<sup>31</sup> The section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

<sup>32</sup> The section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

<sup>33</sup> The section has been inserted in accordance with the resolution of the AGM held on April 25, 2007.

<sup>35</sup> The section has been inserted in accordance with the resolution of the AGM held on April 25, 2007.

<sup>36</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2003 due to the dematerialization of the common shares.

<sup>37</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2003 due to the dematerialization of the common shares.

## **B. Entry in the Share Register**

9.3<sup>38</sup> In case of persons falling under the obligation of notification pursuant to Section 9.8, the transfer of registered shares shall be entered by the Company in the Share Register upon evidencing that the report to the Commission relating to the acquisition of shares and the required public disclosure regarding same pursuant to Section 9.8 has been made, and furthermore upon the presentation to the Board of Directors by the transferee of shares, by the shareholder's representative or, in case of jointly owned shares, the joint representative of the information satisfactory to the Board of Directors concerning (a) the circumstances of the acquisition of shares, (b) the identity (in the case of a natural person) or the status and ownership (in the case of a legal entity or other body, incorporated or otherwise) of the transferee of shares. Within the framework of the obligation of notification, at least the following documents must be presented to the Board of Directors:

- (i) in case of shareholders which are legal entities, a recent certificate of incorporation or any other official document of equivalent purpose providing detailed information concerning the current legal status and ownership structure of the shareholder, and
- (ii) a statement by the shareholder indicating (a) whether the shareholder is the beneficial owner of the shares to be entered in the Share Register, (b) whether there is any agreement relating to the exercise of voting rights with respect to the shares, and (c) providing - in case of shareholders which are legal entities - information satisfactory to the Company concerning the name, registered seat and ownership structure of any shareholder, partner, member of, or holder of any interest in, the shareholder holding or controlling 20% (twenty percent) or more of its registered capital or voting rights at its general meetings. The certificate of incorporation or any other official document of equivalent purpose relating to the member of the shareholder holding at least 20% of the voting rights in the shareholder must also be presented to the Board of Directors and furthermore, the notification obligation shall also apply with respect to members holding at least a 20% interest or voting rights in the shareholder;
- (iii) a statement of the shareholder pursuant to which such shareholder shall undertake to notify, without any delay, the Board of Directors of the Company of any agreement relating to the exercise of voting rights with respect to the shares;
- (iv) a statement declaring that the shareholder will notify, without any delay, the Board of Directors of the Company of any change in its ownership, where such change is resulting in a member or shareholder of such shareholder acquiring or otherwise controlling - directly or indirectly - at least 20% (twenty percent) or more of the registered capital of the shareholder or voting rights at its general meetings.

In each case, a request for registration into the Share Register by a shareholder shall contain an authorization by said shareholder for the cancellation of the registration in case that such request shall - either at the time of the request or subsequently - contain any materially false, fraudulent or misleading statements.

9.4 (Deleted on the basis of the resolution of the AGM of April 28, 2003 due to the dematerialization of the common shares.)

9.5 (Deleted on the basis of the resolution of the AGM of April 28, 2003 due to the dematerialization of the common shares.)

9.6<sup>39</sup> The Company shall send its notices to the shareholders or shareholders' representatives - in case of jointly owned shares, the joint representative - registered in the Share Register and to the address indicated in the Share Register, and shall not assume any liability if the actual ownership structure is different from the structure entered in the Share Register.

---

<sup>38</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2004.

<sup>39</sup> The section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

9.7<sup>40</sup> (a) The Company shall be entitled to refuse registration in the Share Register, and/or the Board of Directors shall be entitled to delete the registered shareholder or the shareholders' representative from the Shareholders' Register even without the consent of the shareholder thereto, if: (i) a shareholder or shareholder's representative fails to provide the documents, certificates and statements set forth in Section 9.3 hereof where such shareholder or shareholder's representative is required by the present Statutes to provide such documents, certificates and statements, or (ii) if a shareholder has failed to fulfill its notification and publication obligation relating to the acquisition of influence or has acquired influence in excess of the threshold in Section 9.8, other than as a result of a successful offer in accordance with Section 13.10, or (iii) if the request for registration contains illegible or not understandable information. Any registration in the Share Register made on the basis of materially false, fraudulent or misleading statements shall be deemed null and void and may be cancelled by the Board of Directors.

(b) A shareholder (i) whose acquisition or holding of shares is prohibited by applicable law including when the shareholder has failed to fulfill its notification and publication obligation relating to the acquisition of influence; or (ii) whose shareholding has not been registered in or has been deleted from the Company's Share Register, may not exercise its shareholders' rights with respect to the Company (including but not limited to the right to vote and to receive dividends). In case the Board of Directors deletes the shareholder from the Share Register for lack of the required certificates or for non-appropriate certificates, then the resolutions of the General Meeting passed with the participation of such shareholder shall only remain in force if the majority required to pass such resolution was met without the votes of the deleted shareholder.

**C. Publication of the acquisition of influence and Notification to the Company - Thresholds**

9.8<sup>42</sup> (a) any person, especially individual, company, corporation, firm, partnership, association, foundation, organization, agency, municipality or other entity, whether or not having separate legal personality (each, a "person") who acquired directly or indirectly influence in the Company reaching 5 % (five percent and all subsequent share acquisitions in five percent stages (5, 10, 15, 20, etc.) up to reaching 50 % (fifty percent), and following the reaching of 50 % (fifty percent) reaching 75 % (seventy five percent), 80% (eighty percent), 85% (eighty-five percent), 90 % (ninety percent) and every additional one percent increase following the acquisition of 90% influence, (including, without limitation, the acquisition of influence through any depositary arrangement), shall notify the Company's Board of Directors and the Supervisory Commission about the acquisition within two calendar days and, simultaneously, shall initiate the publication of the same. The obligation of notification and publication applies also with respect to any agreement for the increase or decrease of influence at a later date or upon certain conditions stipulated therein. The notification shall contain the name, seat (address), company registration number, the percentage of the acquired influence, and the definition of the relationship between persons acting in concert and persons affected by the change in influence and the time of acquisition (or decrease) of influence. The certificates and statements described in Section 9.3 shall be attached to the notification addressed to the Board of Directors.

(b) The notification shall be made to the Board of Directors and the Supervisory Commission within 2 (two) business days of the acquisition, and shall contain a statement by the authorized representative(s) of the notifying party confirming the truth, completeness and accuracy of the contents of the notice and its attachments.

(c) An influencing party shall also notify the Company and the Supervisory Commission of any reduction in its influence below any of the thresholds in Section 9.8 (a).

---

<sup>40</sup> The section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

<sup>42</sup> The section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

(d) Any acquisition of influence in the Company in excess of 33 % (thirty-three percent) shall be subject to a public purchase offer stipulated in Section 13.10 and approved in advance by the Supervisory Commission. In case there are no shareholders - with the exception of the shareholder intending to acquire influence - holding - either directly or indirectly - more than 10% of the voting rights, the purchase offer must be made in case of acquiring influence in excess of 25% (twenty-five percent).

9.9<sup>44</sup> A shareholder omitting to make the notification and publication set out in subsection 9.8(a) may not exercise the voting rights (including especially, but not exclusively, shares originating in convertible securities) until fulfilling the notification obligation. If anyone acquires influence in a manner differing from the laws applicable to purchase offers, he shall terminate the acquisition of influence that has been gained in collusion with or evasion of the laws on acquisition of influence within sixty days of the acquisition or receipt of the resolution from the Supervisory Commission, until the fulfillment of which obligation he may not exercise any rights of share ownership in the Company.

9.10 A shareholder shall be liable for all losses and damages caused to the Company or any other shareholder arising from the provision of materially false, fraudulent or misleading information in documents, certificates or statements in connection with an application for entry into the Share Register, or any material failure to meet its obligations under this Article 9.

9.11<sup>45</sup> The provisions of Sections 9.8 to 9.10 and 13.10 hereof shall only apply to the extent such provisions are compatible with the statutory provisions of the Capital Markets Act. For the avoidance of doubt, the provisions of Sections 9.8 to 9.10 and 13.10 are in addition and subject to the provisions of the Capital Markets Act.

#### **D. Definitions<sup>47</sup>**

9.12 For the purposes of Articles 9 and 13 of the present Statutes:

- **“acquisition of influence”** shall mean, according to the Capital Markets Act, the acquisition of voting rights which may be exercised in the decision-making process of the general meeting of the Company, including a purchase option or repurchase option for voting shares, a call option on a future purchase agreement or the exercise of a voting right through the right of use or usufruct, and if influence is acquired by any circumstances other than an active conduct by the acquirer (such as inheritance or succession, or by way of a resolution of the Company that affects the voting rights of shareholders, or that amends the voting percentages or through the reinstatement of voting rights) or as the result of the co-operation, realized for this purpose, of persons acting in concert. As regards the acquisition of influence and its extent, any direct and indirect influence, and the extent of influence of persons acting in concert and of close relatives, shall be calculated cumulatively. The exercise of voting rights by a third party in its own name, but on a shareholder's behalf, shall be deemed as voting rights of the shareholder in question, however, where a third party acts in his own name but on a shareholder's behalf, the influence shall be deemed as acquired by such third party if such party has registered himself in the Share Register as a shareholder and not as a proxy.
- **“indirect holding, indirect influence”**: shall mean any ownership interest or voting right in a particular enterprise which is exercised through the ownership interest or voting right of another enterprise (intermediate enterprise) in the particular enterprise. The extent of any indirect holding or indirect influence shall be determined by multiplying the ownership share or voting right of the enterprise holding such indirect interest or indirect influence in the

---

<sup>44</sup> The section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

<sup>45</sup> The section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

<sup>47</sup> The section has been modified in accordance with the resolution of the AGM held on April 25, 2007.

intermediate enterprise, with the ownership share or voting right - whichever is greater - of the intermediate enterprise in the particular enterprise. If the ownership share or voting right in the intermediate enterprise exceeds fifty percent, it shall be taken into consideration as a whole.

- "**affiliated persons**": shall mean the bidder and persons acting in concert - in respect of natural persons, their close relatives holding any influence in the target company - and the affiliated companies thereto;
- "**affiliated company**": shall mean the company's subsidiary or parent company, the subsidiary of the company's parent company, the owner holding a controlling interest in the company or any company in which the company or the company's owner, supervisory board member or executive officer as well as their close relatives hold a controlling interest;
- "**controlling share**": the direct or indirect share of a person in a business, or a relationship between a person and a business, on the basis of which the person a) possesses at least ten percent of the ownership rate or the voting shares, or b) may nominate or remove at least twenty percent of the members of the decision-making, managing or supervising organs or boards, or c) may exercise decisive control in the operations of the business based on the statutes of the company, the deed of establishment or an agreement;
- "**place of publication**": at least a daily paper with countrywide distribution, or the Company's and – if there is one – the distributor's homepage, or the homepage of the regulated market in which the securities are being traded, or the homepage of the Supervisory Commission, if the Supervisory Commission offers such a service.
- "**foreigner**": a person qualifying as a foreigner pursuant to applicable foreign exchange regulations.

#### (10) **Signing on Behalf of the Company**

The following persons shall be authorized to sign their names under the stamped, printed, or handwritten name of the Company, and thereby undertake rights and obligations on behalf the Company:

- (a) the Managing Director acting **solely**, on behalf of the Company,
- (b) any two members of the Board of Directors acting **jointly**,
- (c) any member of the Board of Directors of the Company **jointly** with an employee of the Company vested by the Board of Directors with the authority to sign on behalf of the Company,
- (d) any two employees of the Company vested by the Board of Directors with the authority to sign **jointly** on behalf of the Company.

#### (11) **The General Meeting**

11.1 The General Meeting is the highest decision-making body of the Company, and shall be comprised of all of the shareholders.

11.2 An annual General Meeting shall be held no later than April 30 of every business year.<sup>50</sup> The agenda of such annual General Meeting shall contain the following items without limitation:

11.2.1 discussion of the report prepared pursuant to the Accounting Act presented by the Board of Directors for the previous business year;

---

<sup>50</sup> Amended in accordance with the resolution of the AGM held on April 29, 1997.

- 11.2.2 the Board of Director's report on the practice of corporate governance and on the departures made by the Company in applying the Corporate Governance Recommendations of the Budapest Stock Exchange;
- 11.2.3 discussion of the comments of the Supervisory Board on the report prepared pursuant to the Accounting Act, including also the recommendation regarding the appropriation of after-tax profits;
- 11.2.4 discussion of the comments of the Auditor on the report prepared pursuant to the Accounting Act, including also the recommendation regarding the appropriation of after-tax profits;
- 11.2.5 approval of the report prepared pursuant to the Accounting Act, including also the decision regarding the appropriation of after-tax profits;
- 11.2.6 determination of the remuneration of the elected directors;
- 11.3 The Annual General Meeting shall be convened by the Board of Directors unless otherwise provided by the Companies Act. The person or organ convoking the General Meeting shall determine its time, venue, and agenda.
- 11.4 The Board of Directors shall have the right to call an extraordinary General Meeting at its discretion. The Board of Directors shall also call an extraordinary General Meeting if persons authorized by the Companies Act or these Statutes request from the Board of Directors that a General Meeting be held. If shareholders holding at least five percent of the votes request for the convening of a General Meeting, stipulating its reason and purpose, such a General Meeting shall be convened. In the cases determined by the Companies Act, the Supervisory Board, and the Court of Registration are entitled to convene an extraordinary General Meeting.<sup>51</sup>
- The Auditor shall initiate the convocation of the General Meeting in cases described by Section 44 (2) of the Companies Act. If a General Meeting is not convened, or if the decision called for by the legislation is not made, the Auditor notifies the Court of Registration supervising the Company.
- A General Meeting may only be convened while an action is pending at the Court of Registration with respect to the registration of a capital increase, and subscribers to the increased registered capital are unable to exercise their voting rights with respect to the shares subscribed in the capital increase as a result of the pending registration with the Court of Registration, if extraordinary circumstances justify the convening of such General Meeting. Such extraordinary General Meeting may only discuss and resolve items justified by such extraordinary circumstances.<sup>52</sup>
- 11.5 The convening of the General Meeting shall be published on the Company's homepage at least 30 days prior to the commencement date thereof pursuant to the provisions applicable to the Company's announcements. The Company may notify shareholders regarding the convocation of the General Meeting in an electronic format, if shareholders have so requested. If an extraordinary Meeting is convened due to a shareholder stance rendered in connection with a public offer or following a successful public purchase offer and initiated by the acquirer of influence, the Meeting must be convened at least fifteen days prior to its commencement day.
- 11.5.1 The members of the Board of Directors and of the Supervisory Board and the auditor shall receive separate invitations to the General Meetings.<sup>53</sup>

---

<sup>51</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

<sup>52</sup> Amended in accordance with the resolution of the AGM held on April 29, 1997.

<sup>53</sup> Amended in accordance with the resolution of the AGM held on April 29, 1997.

- 11.5.2 The announcement convening the General Meeting shall indicate the name and seat of the Company, the venue, date, time, agenda and method of holding of the General Meeting, the conditions placed on the exercise of voting rights as specified in these Statutes<sup>54</sup> as well as the time and venue of the reconvened General Meeting. No more than twenty-one days may pass between the General Meeting of an insufficient quorum and the reconvened General Meeting. The reconvened General Meeting may take place on the same day as the General Meeting of an insufficient quorum.
- 11.5.3 Shareholders with at least one percent of the votes may request to the Board of Directors, by stipulating the reason, to include an item on the General Meeting's agenda at the latest within eight days following publication. [Section 217 subsection and 300(1) of the Companies Act]. The Board of Directors shall render an opinion on the request and notify market participants by publishing the amended agenda items within eight days. If the Board of Directors rejects the shareholder's request, the Board of Directors shall publish a notification to that effect along with the reasons for the rejection.<sup>55</sup>
- 11.5.4 Except for a resolution convening a new General Meeting, the shareholders may only pass valid resolutions at the General Meeting relating to matters listed in the agenda of the General Meeting as published in the invitation convening the General Meeting.<sup>56</sup>
- 11.5.5 Items not listed in the agenda may only be discussed and valid resolutions concerning these items shall only be passed if all of the shareholders are present at the General Meeting and they give their unanimous consent to the addition of such items to the agenda.<sup>57</sup>
- 11.5.6 The announcement of the General Meeting shall indicate that the shareholders entitled to participate and vote at such General Meeting shall have the right to be represented to participate and vote at the General Meeting by a duly authorized proxy. Such duly authorized representatives are not required to be shareholders of the Company.<sup>58</sup>
- 11.6 The Company shall publish the key data of the annual report prepared pursuant to the Accounting Act and of the report of the Board of Directors and the Supervisory Board together with a summary of the proposals relating to the items on the agenda and draft resolutions on the Company's homepage at least fifteen days prior to the General Meeting. (Subsection 304(1) of the Companies Act).<sup>59</sup>
- 11.7 With the exception of cases (that might be issues listed under 12.1. d/ii and y/i) where the presence of a larger number of shareholders is required due to the voting proportions set out in article 12.1 in order to constitute a quorum, a quorum exists if shareholders, personally or through their representatives, representing over half of the votes embodied by the voting shares are present at the General Meeting and have duly evidenced their shareholder or representative status. The General Meeting may be suspended once. If the General Meeting is suspended, it shall be continued within thirty days.

---

<sup>54</sup> Amended in accordance with the resolution of the AGM held on April 29, 1997.

<sup>55</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

<sup>56</sup> The English version of the Statutes has not been affected by the amendment of the Hungarian version of Section 11.5.4 by the AGM held on April 27, 2005.

<sup>57</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

<sup>58</sup> Amended in accordance with the resolution of the AGM held on April 29, 1997.

<sup>59</sup> Amended in accordance with the resolution of the AGM held on April 29, 1997.

11.8 If the General Meeting has no quorum, the General Meeting shall be reconvened in accordance with Section 11.5.2. With the exception of cases (that might be any issues listed under 12.1) where under the given circumstances the presence of a larger number of shareholders is required due to the voting proportions set out in article 12.1 in order to constitute a quorum, the reconvened General Meeting shall have a quorum for the purpose of considering items on the agenda of the original General Meeting if the shareholders representing more than 20% of the votes relating to the voting shares issued by the Company are presented personally or via proxy at the reconvened General Meeting and their shareholding or representation right has been duly evidenced.<sup>60</sup>

11.9 The General Meeting shall be chaired by the Chairman of the Board of Directors or by a person called upon in advance by the Board of Directors. The General Meeting shall approve the identity of the president of the General Meeting prior to the substantive discussion of the items of the agenda and until this has happened, the General Meeting cannot make a substantive decision in respect of the items on the agenda.

**(12) Matters Within the Exclusive Competence of the General Meeting:**

12.1<sup>61</sup> The following matters shall belong to the exclusive competence of the General Meeting:

- (a) establishment and - unless the Companies Act or these Statutes provide otherwise - modification of the Statutes (three quarter majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares, except for those decisions requiring a greater majority pursuant to the Statues);
- (b) decision on the change of the form of operation of the Company (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares);
- (c) decision on transformation or termination without a legal successor of the Company (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares);
- (d) (i) the election and removal of the members of the Board of Directors, the Supervisory Board, the Audit Board and of the Auditor, and the establishment of their remuneration (for election and the establishment of the remuneration, simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares; (ii) for the removal of a member of the Board of Directors, a simple majority of those present but at least 35%+1 vote of all the voting shares [based on subsection 295(2), section 234, and subsections 235(1) and (2)], and (iii) for the removal of members of the Supervisory Board and of the Audit Board and of the Auditor, three quarter majority of the votes present at the General Meeting, but at least 35% + 1 vote of all the voting shares);
- (e) approval of the report prepared pursuant to the Accounting Act, including the decision on the appropriation of after-tax profits (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (f) decision - unless otherwise stipulated by the Statues or by the Companies Act - to pay interim dividends (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (g) non-mandatory decision concerning the policies and frame of the long-term remuneration and promotional system of the members of the Board of Directors, the members of the Supervisory Board as well as of executive employees [Subsection 302 c) of the Companies Act]; decision concerning the approval of the report on corporate governance (Subsection

---

<sup>60</sup> Amended in accordance with the resolution of the AGM held on April 28, 2004.

<sup>61</sup> Amended with respect to the majority required in accordance with the resolution of the AGM held on April 28, 2004 .

312(2) of the Companies Act); (simple majority of those present at the General Meeting, but at least 20% + 1 vote of all the voting shares);

- (h) (Deleted on the basis of the resolution of the AGM of April 25, 2007).
- (i) variation of the rights attached to the individual series of shares, and the transformation of categories or classes of shares (three quarter majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (j) decision - unless otherwise stipulated by the Statutes or by the Companies Act - on the issue of convertible bonds or bonds with subscription rights (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (k) decision on the acquisition of own shares, unless intended to prevent directly threatening serious damages to the Company or otherwise provided for by the Companies Act, furthermore, ~~on the acceptance of a public offer for purchase received in respect of own shares,~~ the authorization of the Board of Directors for the acquisition of own shares (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (l) decisions on the (i) listing or (ii) delisting of Company shares on the Stock Exchange (three quarter majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares in case of listing, or 35% + 1 vote of all the voting shares in case of delisting);
- (m) with the exception of commercial transactions, any resolution concerning financial matters of the Company that involves the distribution of funds, the obtaining of loans, the granting of guarantees, or the creation of any other financial liability the aggregate financial effect of which over one year exceeds fifteen percent (15%) of the Company's total assets (saját vagyon) as determined by the last audited balance sheet (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (n) decisions on investments and leases which have a financial effect over one fiscal year equaling or exceeding twenty-five percent (25%) of the Company's total assets as determined by the last audited balance sheet (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (o) decisions on the acquisition of other companies, their share capital, and/or the formation of any other company, if any such transaction has a financial effect over one fiscal year equaling or exceeding thirty percent (30%) of the Company's total assets as determined by the last audited balance sheet (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (p) decisions which may result, in one or more steps, in a fundamental reduction of the research and development or manufacturing activities of the Company in Hungary (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares);
- (q) decisions concerning the renaming, or any amendment to the registered and/or trading name, of the Company (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares). The shareholders exclude the amendment of the Company name by a simple majority of the votes (Subsection 18(2) of the Companies Act);
- (r) decisions concerning the changing of the registered seat of the Company (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares). The shareholders exclude the amendment of the seat, sites and branches by a simple majority of the votes (Subsection 18(2) of the Companies Act);

- (s) decisions concerning the canceling of the registration of the following classified activities within the Company's scope of activity: in accordance with the classification under the new TEAOR '03 (24.41) Manufacture of basic pharmaceutical products; (24.42) Manufacture of pharmaceutical preparations; (24.13) Manufacture of other inorganic basic chemicals (24.14) Manufacture of other organic basic chemicals, or the cessation of any of such activities (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares). The shareholders exclude the amendment of the scope of activities by a simple majority of the votes (Subsection 18(2) of the Companies Act) ;
- (t) decision on all matters belonging to the exclusive competence of the General Meeting pursuant to the Companies Act or these Statutes (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares, unless otherwise stipulated by the Statutes or by the Companies Act);
- (u) decision - unless otherwise stipulated in the Companies Act - on the increase of the registered capital of the Company (~~simple majority~~ ~~three quarter majority~~ of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);<sup>62</sup>
- (v) decision - unless otherwise stipulated in the Companies Act - on the decrease of the registered capital of the Company (three quarter majority of the votes present at the General Meeting, but at least 35% + 1 vote of all the voting shares);<sup>63</sup>
- (w) decision on the exclusion of the exercise of preferential subscription rights (three quarter majority of the votes present at the General Meeting, but at least 35% + 1 vote of all the voting shares);<sup>64</sup>
- (x) ~~(Deleted on the basis of the resolution of the EGM of December 18, 2007), any decision following gaining knowledge of the public purchase offer on any measure suitable to disturb the procedure – thus, a decision on the increase in the registered capital, on the acquisition by the Company of the shares of the Company (three quarter majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);<sup>65</sup>~~
- (y) if in any year four or more members of the Board of Directors or three or more members of the Supervisory Board are removed, the removal of the fourth and the subsequent member(s) of the Board of Directors or the third or subsequent member(s) of the Supervisory Board (i) a simple majority of those present in the case of the removal of a member of the Board of Directors, but at least 45%+1 vote of all the voting shares [Subsection 295(2) of the Companies Act]; (ii) 90% majority of the votes present at the General Meeting in the case of the removal of a member of the Supervisory Board, but at least 45% + 1 vote of all the voting shares).<sup>66</sup>
- 12.2<sup>67</sup> Decisions on matters belonging to the exclusive competence of the General Meeting shall be decided by the majority of votes set forth in Section 12.1.
- 12.3 The General Meeting may only pass a resolution resulting in the withdrawal of the shares from the Stock Exchange provided any investor(s) has/have previously undertaken the obligation to make an offer relating to the delisting pursuant to the rules set forth in the stock exchange regulations in force in

<sup>62</sup> Modified by the resolution of the EGM held on December 18, 2007.

<sup>63</sup> Inserted in accordance with the resolution of the AGM held on April 28, 2004.

<sup>64</sup> Inserted in accordance with the resolution of the AGM held on April 28, 2004.

<sup>65</sup> Deleted by the resolution of the EGM held on December 18, 2007.

<sup>66</sup> Inserted in accordance with the resolution of the AGM held on April 28, 2004.

<sup>67</sup> Modified in accordance with the resolution of the AGM held on April 28, 2004.

order to purchase the shares from the Shareholders who decide to sell their shares during the validity period of the purchase offer.<sup>68</sup>

**(13) Voting**

**A. General**

13.1<sup>69</sup> Pursuant to the identification of ownership initiated by the Company, or in the case of a representative, on the basis of the power of attorney, the Board of Directors shall issue a voting card or another certificate containing an entitlement to vote (the "voting card"). At the General Meeting, shareholder rights can be exercised via the voting card. The voting card shall contain the name of and the number of votes entitled to the shareholder or the shareholder's representative.

The Company shall only issue a voting card to a shareholder or shareholder's representative who is registered in the Share Register as the owner of the shares or as the shareholder's representative, or in case of jointly owned shares, as joint representative.

The name of a shareholder, or of a shareholder's representative, who wishes to participate in the General Meeting shall be recorded in the Share Register by the seventh working day preceding the commencement day of the General Meeting. (On the basis of subsection 304(2) of the Companies Act).

In the case of identification of ownership initiated by the Company, if it is in connection with the closing of the Share Register, the keeper of the Share Register delete all the data in the Share Register at the time of identification of ownership and at the same time shall record in the Share Register the data resulting from the identification of ownership (Subsection 297(3) of the Companies Act).

The reference date for the identification of ownership shall fall between the 7th and 5th stock exchange day prior to the date of the General Meeting, to the effect that this day shall not be earlier than the seventh working day preceding the commencement day of the General Meeting (Due to subsection 304(2) of the Companies Act). Shareholders' rights at the General Meeting may be exercised by the person who is the owner of the shares on the reference date for the identification of ownership and whose name is contained in the Share Register at the time of its closing. [Section 304(3) of the Companies Act] A certificate of ownership is not necessary for the exercise of the rights of shareholding [Subsection 297(2) of the Companies Act].

The closing of the Share Register shall not impede the transfer of shares following the closing of the Share Register by a person registered in the Share Register. The transfer of shares prior to the commencement day of the General Meeting does not exclude the right of a person registered in the Share Register to participate in the General Meeting and to exercise the rights to which he is entitled as a shareholder. [ Subsection 304(3) of the Companies Act].

13.2<sup>70</sup> Subject to the provisions of Section 13.8 hereafter, every share of nominal value HUF 1,000 entitles its holder to one vote.

13.3 A shareholder shall not be entitled to exercise voting rights prior to having effected full payment of its contribution in cash.<sup>71</sup>

13.4<sup>72</sup> Shareholders may also exercise their rights at a General Meeting through an authorized representative. Representatives may obtain voting cards if they present authorization contained in an official deed or a

---

<sup>68</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2003.

<sup>69</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2003 due to the dematerialization of the common shares.

<sup>70</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2003 due to the dematerialization of the common shares.

<sup>71</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

private deed of full probative value to the Company at the time and place indicated in the announcement regarding the General Meeting.

The power of attorney issued by a shareholder shall be valid for one General Meeting or for a definite period of time, but no longer than 12 months, and applies to any continuations of a suspended General Meeting and also any reconvened General Meetings postponed due to a lack of quorum. Members of the Board of Directors, of the Supervisory Board, the company-secretary, an executive employee of the Company or the Company Auditor may not be authorized to represent a shareholder at a General Meeting.

- 13.5 If the voting is effected by using voting cards, the Board of Directors shall issue to the shareholders (or to the authorized representatives) entitled to vote such number of voting cards that is equal to the number of items on the agenda of the General Meeting, on which voting is required.

Voting cards shall bear:

- the name of the Company and the class of shares,
- the name of the shareholder,
- the time of the General Meeting,
- the number of votes, and
- clearly indicated spaces for the marking of "yes," "no," and "abstain."

For the calculation of the votes for the adoption of a valid resolution, only the voting cards that are submitted must be taken into account, and only where "yes," "no," and "abstain" (and only one of these) are clearly marked. A voting card marked as "abstain" shall be considered a valid, submitted vote. For the passing of a valid resolution, only voting cards marked "yes" shall be taken into account.

At the General Meeting, the voting shall be effected by handing over the voting cards to the vote counters.

The Board of Directors may decide to implement another method for the vote counting (i.e., using a computer to count votes). In such case, the proper recording of the above mentioned information shall have to be secured.

- 13.6 A three member commission shall be elected at the beginning of the General Meeting for the purpose of counting the votes. The Chairman of the General Meeting shall nominate members for election to the commission. The Chairman of the General Meeting may not be elected as a member of the commission.
- 13.7 The result of each vote shall be presented by the commission in a written report duly countersigned by the members of the commission. The report of the commission must be attached to the minutes of the General Meeting.

## **B. Limitation on Voting Rights**

- 13.8 At general meetings, ~~subject to Section 13.9,~~ a shareholder may not exercise voting rights, for its own account or as the representative of another shareholder, alone or in concert with affiliated persons, in excess of 25% (twenty five percent) of the voting rights attached to the shares held by shareholders present or represented at the general meeting.<sup>73</sup>

---

<sup>72</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2003 due to the dematerialization of the common shares.

<sup>73</sup> Modified in accordance with the resolution of the AGM held on April 28, 2004.

**C. Reinstatement of Voting Rights**

13.9 ~~(Deleted on the basis of the resolution of the EGM of December 18, 2007.) The provision of the Statutes restricting voting rights, according to section 13.8, loses effect as set forth in act applicable to securities at the closing of the procedure for a purchase offer, if an influence reaching 75 percent is acquired in the Company pursuant to the purchase offer.~~

**(14) The Board of Directors**

14.1 The Board of Directors shall be the Company's managing body. It shall represent the Company with respect to third parties, in court and before other authorities. The Board of Directors shall develop and control the Company's operations and shall exercise employer's rights over the ~~General Director~~ **Managing Director**. The Board of Directors shall be comprised of ~~7~~ **73 (seventy three)** but no more than 11 (eleven) members. ~~The members of the first Board of Directors of the Company shall be appointed by the founders in the Deed of Foundation for a term of 1 (one) year starting from the date of appointment. Subsequently, the~~ General Meeting shall elect from time to time the members of the Board of Directors ~~from among candidates whose nomination was reviewed by the Nominations Committee~~ for a defined period of time that shall not exceed the term of 5 years.

The names and data of the members of the Board of Directors are contained within Attachment No.1 of these Statutes.

14.2 The Chairman and the Deputy Chairman of the Board of Directors shall be elected from among the members of the Board of Directors by the members of the Board of Directors. The first Chairman of the Board of Directors shall be appointed for a term equal to the term for which the first Board of Directors has been appointed. Subsequently, the Chairman of the Board of Directors shall be elected for a term, the duration of which shall be decided by the Board of Directors. The Board of Directors may withdraw the mandate of the Chairman at any time. If for any reason, the Chairman or the Deputy Chairman cease to be members of the Board of Directors, their mandate as Chairman or Deputy Chairman shall be terminated. The Board of Directors shall control the Company's business activities in compliance with the provisions of these Statutes, the resolutions of the General Meeting, and all applicable laws. The remuneration of the members of the Board of Directors shall be determined by the General Meeting.

14.3 ~~(Deleted on the basis of the resolution of the EGM of December 18, 2007.) The convocation and rules of procedure of the meeting of the Board of Directors:~~

~~14.3.1 The Board of Directors shall convene ordinary meetings at least four times a year. The venue, date, time and agenda of such meetings shall be determined by the Chairman of the Board of Directors at his discretion. Members of the Board of Directors shall be notified thereof not less than 8 days before the meeting. The invitation to the meeting of the Board of Directors shall be in writing.~~

~~14.3.2 The Chairman of the Board of Directors or, if absent, the Deputy Chairman shall convene the meeting of the Board of Directors if requested by the General Director or by any two members of the Board of Directors jointly. The meeting of the Board of Directors shall be chaired by the Chairman of the Board of Directors or, if prevented from attending, the Deputy Chairman.~~

~~14.3.3 If the Chairman and the Deputy Chairman of the Board of Directors are not present at the meeting of the Board of Directors, the members present shall elect a Chairman from among the members of the Board of Directors present.~~

~~14.3.4 Two thirds of the total number of the members of the Board of Directors, but no less than three members, must be present at the meeting of the Board of Directors to constitute the~~

~~quorum required to pass valid resolutions. The total number of the members of the Board of Directors shall mean the number of the members of the Board of Directors in office at such time.~~

~~14.3.5 In lack of a quorum at a Board of Directors' meeting, the Chairman shall convene another meeting to be held within three days from the date of the original meeting. At such second meeting a quorum exists if the majority of the directors in office, but at least three members, are present.~~

~~14.3.6 Should the number of the members of the Board of Directors fall below three, an extraordinary General Meeting shall be convened in order to elect new directors.~~

14.4 The Board of Directors shall have the competence:

- (a) to convene an ordinary and extraordinary General Meeting, except in cases defined by the Companies Act;
- (b) to prepare, approve and submit to the General Meeting proposals relating to the matters specified in Section 12. of these Statutes;
- (c) to prepare reports on the management, financial situation and business strategies of the Company, and to submit such reports to the General Meeting once a year, and to the Supervisory Board every three months;
- (d) to decide on the Company's annual and medium term business plans, to be carried out by the management of the Company;
- (e) (i) to decide on any financial matters (excluding commercial transactions), involving expenses, borrowing, the granting of guarantees, or the placing of a financial liability on the Company with a value in excess of two percent (2%) but less than fifteen per cent (15%) of the value of the Company's total assets as determined in the Company's last audited balance sheet;  
(ii) to decide on investments and lease-purchases not provided for in the Company's annual business plan, the financial effect of which over one year is in excess of two percent (2%) but less than twenty-five percent (25%) of the value of the Company's total assets, as determined by the Company's last audited balance sheet;<sup>86</sup>
- (f) to decide on the acquisition of other companies or a part of their registered/share capital, and/or the foundation of new companies not provided for in the Company's annual business plan, where such transactions have a financial effect over one year in excess of two percent (2%) but less than thirty (30%) of the Company's total assets as determined in the Company's last audited balance sheet, and to make decisions regarding the acquisition of a significant, or majority share interest in another company;<sup>87</sup>
- (g) to determine the scope of authority of the ~~General Director~~ Managing Director entrusted with the management of the Company;
- (h) to approve the Company's internal Organizational and Operational Rules and Regulations;
- (i) to determine the employees' right to sign on behalf of the Company;
- (j) to decide on the sale of own shares owned by the Company;

---

<sup>86</sup> Amended in accordance with the resolution of the AGM held on April 29, 1997.

<sup>87</sup> Amended in accordance with the resolution of the AGM held on April 29, 1997.

- (k) to ensure that the books of the company are kept according to the rules;
- (l) in the cases set forth in the Companies Act or in the Statues, to accept an interim balance sheet with the prior approval of the Supervisory Board, furthermore to decide on the issuance of bonds, on the increase of the registered capital and on the payment of interim dividends;
- ~~(m) to establish a five-member Nominations Committee from among the members of the Board of Directors the majority of which shall be independent members, the main task of which shall be to prepare informed and objective proposals (through the Board of Directors) to the shareholders about the nomination for membership in the Board of Directors. The Nominations Committee shall review and evaluate all proposals made by the shareholders or the Board of Directors for the nomination for membership in the Board of Directors. The Nominations Committee does not pass separate decisions but it submits substantiated proposals and presentations to the Board of Directors for the purpose of efficiently passing decisions by the Board of Directors.~~<sup>88</sup>

The limitations in the value of the transactions as set forth in 14.4 (e) and (f) hereof shall apply to the aggregate value of transactions of the same type carried out within one year.<sup>89</sup>

- 14.5 Any limitation of the right of representation of the Board of Directors according to the above shall be null and void with respect to third persons.
- 14.6 ~~(Deleted on the basis of the resolution of the EGM of December 18, 2007.) The Board of Directors shall pass its resolutions by a simple majority voice vote. In the case of a tied vote, the Chairman shall have the decisive vote. At the request of any member of the Board of Directors, the Chairman shall order a secret vote.~~
- 14.7 Members of the Board of Directors shall be liable to the Company in accordance with the provisions of the Civil Code for any damages caused to the Company by any breach of their obligations.
- ~~14.8 The procedural rules (standing orders) governing the Board of Directors and the Nominations Committee shall be established by the Board of Directors itself.~~

**(15) The Managing Director**

- 15.1 The Board of Directors shall authorize one of its members to control the day-to-day operations of the Company, in any case, for a term of office to be decided by the Board of Directors.<sup>90</sup>
- 15.2 The Managing Director shall be personally liable for managing the Company's affairs in accordance with applicable laws and regulations, these Statutes, and the resolutions of the General Meeting and Board of Directors.<sup>91</sup>
- 15.3 The Managing Director may, according to the Company's internal Organizational and Operational Rules and Regulations and within the sphere of the internal administration of the Company, delegate his duties and powers to managers and employees of the Company. Such delegation shall be executed by a formal, written instrument specifying the duties and powers delegated. The Managing Director's delegation of duties and powers may be general or made on a case-by-case basis. However, any limitation of the Managing Director's sphere of authority arising out of his membership on the Board of Directors shall be null and void with respect to third persons.

<sup>88</sup> Inserted in accordance with the resolution of the EGM held on December 18, 2007.

<sup>89</sup> Reference to sub-section (d) deleted in accordance with the resolution of the AGM held on April 28, 1999.

<sup>90</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

<sup>91</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

- 15.4 The Managing Director shall be entitled to decide on any matters that do not belong to the competence of the General Meeting or the Board of Directors.
- 15.5 The Managing Director shall exercise the employer's rights over the employees of the Company. The Managing Director shall be entitled to delegate his power to exercise the employer's rights in respect of employees in accordance with the Company's Rules of Organization and Operation.<sup>92</sup>
- 15.6 The Managing Director, acting in the interests of the Company, shall enter into agreements, represent the Company with respect to third persons, before courts and other authorities.
- 15.7 The Managing Director shall:
- prepare the agenda of the General Meeting and the meeting of the Board of Directors, and shall present proposals and motions for decisions at such meetings,
  - implement the resolutions and decisions passed at the General Meeting and control the performance of the undertakings falling within the Company's scope of activities.
- 15.8 Except for the rights assigned to the General Meeting, the employer's rights over the Managing Director shall be exercised by the Board of Directors. The Managing Director may not vote on decisions regarding these matters and on resolutions affecting his person as a member of the Board of Directors.
- 15.9 The Board of Directors may delegate any of its powers related to the day-to-day management of the Company to the Managing Director under the terms and conditions set forth at the Board of Directors' discretion. The Board of Directors may withdraw or alter any or all of these powers from time to time. Such delegation shall not affect the responsibility of the Board of Directors.

---

<sup>92</sup> Inserted in accordance with the resolution of the AGM held on April 26, 2000.

**(16) The Supervisory Board and the Audit Board**

16.1 The Supervisory Board shall be comprised of at least 5 members and shall not exceed nine members.

16.2 The members of the first Supervisory Board shall be appointed by the Founders in the Deed of Foundation for a term of 1 (one) year starting from the date of appointment. Subsequently, the General Meeting shall from time to time appoint the members of the Supervisory Board for a defined period of time that shall not exceed the term of three years. The General Meeting shall not appoint employees of the Company to the Supervisory Board except for the employees' representatives appointed in accordance with Section 38(1) of the Companies Act. The members of the Supervisory Board shall elect a chairman from among themselves.

The majority of the members of the Supervisory Board must be independent. A member of the Supervisory Board shall be independent if the member is in no other legal relationship with the Company than as member of the Supervisory Board.

- a) is an employee or previous employee of the Company for five years following the termination of such legal relationship;
- b) carries out activities as an expert or in another mandate legal relationship for the Company or its executive officers and their benefit for consideration;
- c) is a shareholder in the Company who directly or indirectly possesses at least thirty percent of the votes or is a close relative [Subsection 685 b) of the Companies Act] or common law spouse of such a person;
- d) is a close relative of one of the Company's – not independent – executive officers or executive employees;
- e) is entitled to financial benefits as a member of the Supervisory Board upon the successful operation of the Company, or if he is remunerated by the Company, or by a business affiliated with the Company, in addition to the fee received as a member of the Supervisory Committee;
- f) is in a legal relationship in a company with a non-independent member of the Company, based on which the non-independent party has a controlling right;
- g) is the Company's independent auditor, or is the auditor's employee or partner for three years following the termination of such legal relationship;
- h) is an executive officer or executive employee in a company, in which the independent members of board of directors or supervisory board are executive officers in the Company at the same time.

The names and data of the Supervisory Board members are contained in Attachment No.1 to these Statutes.<sup>93</sup>

16.3 The duties of the Supervisory Board shall be:

- (a) to control the management of the Company;
- (b) to examine all substantial business strategy reports on the agenda of the General Meeting, as well as any proposals relating to issues falling within the exclusive competence of the General Meeting. The General Meeting may pass resolutions on the report prepared according to the Accounting Act, including also the appropriation of the after-tax profits, only if in possession of the written report of the Supervisory Board.
- (c) any other duties prescribed by the Companies Act.

16.4 If, in the course of carrying out its duties, the Supervisory Board becomes aware of any measures in contradiction with the laws or these Statutes or the resolutions of the General Meeting, or if in its opinion the business activities of the Company are contradictory to the interests of the Company or its

---

<sup>93</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

- shareholders, the Supervisory Board shall convene a General Meeting without delay and propose its agenda.<sup>94</sup>
- 16.5 On the Supervisory Board, employees' representatives shall have the same rights and same obligations as all other members. If the opinion of the employees' representatives unanimously differs from the majority standpoint of the Supervisory Board, the minority standpoint of the employees shall be stated at the General Meeting.
- 16.6 The procedural rules (standing orders) governing the Supervisory Board shall be established by the Supervisory Board and approved by the General Meeting.
- 16.7 The Supervisory Board shall have a quorum if each of its members has been duly invited thereto and two-thirds of the members are present. If there is a lack of quorum, the meeting shall be postponed. The reconvened meeting shall have a quorum if at least three members of the Supervisory Board - in the ratio defined in section 16.8 hereafter - are present. The Supervisory Board shall pass resolutions by simple majority of those present.
- 16.8 As long as the number of the Company's full time employees exceeds a yearly average of two-hundred, the employees shall participate in the control of the Company's activities through the Supervisory Board. In such case, one-third of the members of the Supervisory Board shall be comprised of employees' representatives. In the event of an uneven number, such one-third shall be calculated in such a manner which is more favorable to the employees.<sup>95</sup>
- 16.9 Should the number of full-time employees of the Company fall below two-hundred, the membership of the employee representatives on the Supervisory Board shall expire on the date of the extraordinary General Meeting convened to elect new members to the Supervisory Board. The new members to the Supervisory Board chosen as replacements shall be elected by such General Meeting.
- 16.10 Following a statement of opinion from the trade unions operating at the Company, the employees' representatives on the Supervisory Board shall be nominated by the works council from among the employees.<sup>96</sup> Persons nominated by the works council shall be elected as members of the Supervisory Board by the General Meeting at its first meeting following such nomination, unless statutory grounds for disqualification exist in respect of the nominees. In this case, a new nomination shall be requested.
- 16.11 The employees' representative who is a member of the Supervisory Board shall inform the employees of the Company through the works council, with the exception of business secrets, of the Supervisory Board's activities.
- 16.12 Membership of an employees' representative on the Supervisory Board shall also terminate if his labor relationship is terminated. Employees' representatives may only be dismissed by the General Meeting upon the proposal of the works council, unless, within 60 days, the works council fails to meet its obligation to make such proposal concerning such removal and a new representative despite statutory grounds for disqualification.
- 16.13 A three-member audit board operates at the Company, the members of which are chosen from among the independent members of the Supervisory Board by the General Meeting. Annex 1 of the present Statutes contains the names and data of the members of the audit board.
- 16.14 The following matters belong in the scope of activities of the audit board:
- a) opinion on the report prepared according to the Accounting Act;
  - b) recommendation regarding the person and remuneration of the auditor;
  - c) preparation of the agreement to be concluded with the auditor,

---

<sup>94</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

<sup>95</sup> Modified in accordance with the resolution of the AGM held on April 28, 1999.

<sup>96</sup> Deleted in accordance with the resolution of the AGM held on April 26, 2000.

- d) observing the enforcement of the professional and conflict of interest requirements applicable to auditors, undertaking the duties in connection with the co-operation with the auditor, and in case of need, recommendations to the Supervisory Board regarding the arrangements to be carried out;
- e) evaluation of the operation of the financial accounting system and recommendations regarding the necessary arrangements; as well as
- f) assistance with the work of the Supervisory Board in the interest of the appropriate supervision of the financial accounting system.

**(17) The Auditor**

- 17.1 The Founders shall appoint an Auditor in the Deed of Foundation for a period of 1 (one) year. Subsequently, the General Meeting shall appoint the Auditor from time to time for a defined period of time that shall not exceed the term of three years to the effect that the term of the mandate shall be no less than the time period between the General Meeting that has elected the Auditor and the General Meeting approving the report on the business year prepared according to the Accounting Act, the time period for the examination of which the Auditor was elected. If the Auditor is a legal person, the legal person must designate its member, executive officer or employee who shall be personally responsible for the completion of the audit. In the event of such person's prolonged absence, the assistant auditor may be designated to substitute the Auditor who is personally responsible. The name and data of the Auditor is contained in Annex 1 to these Statutes.<sup>97</sup>
- 17.2 A person who is registered in the public registry of auditors pursuant to the applicable legislation may be elected as the Company's Auditor. The Auditor shall not be a shareholder or founder of the Company, nor member of the Board of Directors or Supervisory Board, nor a close relative or common-law spouse of any such member, nor become an employee of the Company during his mandate or for three years following the termination of his mandate as Auditor. In other respects, the rules applicable to the Auditor regarding professional qualifications and ethical requirements as well as conflict of interest are contained in separate legislation.
- 17.3 It is the duty of the Auditor to complete the audit as set forth in the Accounting Act, and primarily to determine, whether the report of the Company prepared on the basis of the Accounting Act complies with legislation and whether it presents a reliable and realistic picture of the Company's financial situation, assets and the results of its operation. The Auditor may not provide services to the Company that could jeopardize the objective and independent completion of above-mentioned public interest tasks. Separate legislation defines the scope of activities that may be pursued by the Company's Auditor, as well as the conditions and limits of services provided. The Auditor may examine the Company's books to ensure the completion of the Auditor's tasks, and it may also request information from executive officers and the Company's employees. The Auditor may examine the Company's bank accounts, customer accounts, accounting books and agreements.
- 17.4 The Supervisory Board may initiate the Auditor's hearing at a meeting of the Supervisory Board. The Auditor may also request that the Supervisory Board include an issue on its agenda that has been recommended by the Auditor and may request to participate with a right of consultation in a meeting of the Supervisory Board. The Auditor may not establish a professional relationship with the management of the Company that may jeopardize the impartial completion of the Auditor's tasks. The Auditor shall be invited to the meeting of the Company's highest decision-making body where the report of the Company prepared according to the Accounting Act is discussed. The Auditor shall participate in the meeting.

---

<sup>97</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

**(18) Business Year**

- 18.1 The business year shall be the calendar year. The first business year shall commence on the date of the foundation of the Company and shall end on 31 December of the same year.
- 18.2 Subsequent to the closing of the business year, a report pursuant to the Accounting Act shall be prepared.

**(19) The Books of the Company and Financial Statements**

- 19.1 The Company shall keep its books in the Hungarian language. The books and other records of the Company shall be kept at the seat of the Company, and shall be available at any time for inspection for the members of the Board of Directors, the Supervisory Board, and the Auditor.
- 19.2 The members of the Board of Directors shall bear joint and several liability for the preparation of the report prepared pursuant to the Accounting Act submitted to the General Meeting in accordance with all applicable laws.
- 19.3 The Company's after-tax profit shall be allocated according to the following principles:
- the General Meeting shall determine the proportion of the Company's after-tax profit to be allocated for profit reserves and for dividend distribution. The General Meeting shall also determine the amount to be withdrawn from the profit reserves for the purpose of dividend distribution, and the actual amount to be distributed as dividends;
  - a shareholder shall be entitled to that part of the Company's after-tax profit determined by the General Meeting as a dividend in proportion to his shareholding in the Company, however, dividends with respect to treasury shares shall be added to the non-distributable after-tax profit of the Company. The 6,212,497 series D common shares issued by the EGM held on December 18, 2007 to Genefar BV entitle to dividends from the profits generated after January 1, 2008.<sup>98</sup>;
  - the payment of dividends shall commence at least ten (10) business days after the date of the first publication of the announcement containing also the amount of the dividends and based on the resolutions passed by the General Meeting or the Board of Directors on the amount of the dividends and the commencement date of the payment of dividends.<sup>99</sup>
- 19.4 At the end of each financial year, an annual report prepared in accordance with the Accounting Act shall be prepared regarding the Company's asset. The approval of such report shall fall within the exclusive competence of the General Meeting of the Company. An interim balance sheet relating to the acquisition of the Company's shares by the Company, the payment of interim dividends and the increase of the registered capital from the Company's assets in excess of its registered capital, may also be approved by the Board of Directors with the prior consent of the Supervisory Board.<sup>100</sup>
- 19.5 During the period between the approval of two consecutive financial reports prepared in accordance with the Accounting Act, the General Meeting of the Company may resolve to pay interim dividends, provided that the conditions for such payment set forth in the Companies Act are fulfilled. Instead of the General Meeting, the Board of Directors shall also be entitled to approve the payment of interim dividends with the prior approval of the Supervisory Board. The rules relating to the payment of

Formatted: Tabs: 7,3 cm,  
Left

---

<sup>98</sup> Modified in accordance with the resolution of the EGM held on December 18, 2007.

<sup>99</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

<sup>100</sup> Inserted in accordance with the resolution of the AGM held on April 28, 2004.

dividends shall appropriately apply - with the differences set forth in the Companies Act and in the Statutes - for the payment of interim dividends.<sup>101</sup>

**(20) Increase in the Registered Capital of the Company, issuing bonds**

20.1 Registered capital may be increased:

- a) by the issuance of new shares,
- b) to the debit of assets in excess of share capital,
- c) by the issuance of employees' shares,
- d) by the issuance of convertible bonds, as conditional increase of the share capital.

The Company may increase its registered capital by issuing new shares if the nominal or issue value of all shares issued have been paid and any in-kind contributions have been rendered at the disposal of the Company.

If the Company has issued shares belonging to different types or classes, the General Meeting's resolution on the increase of registered capital shall only be valid if the directly affected shareholders of the differing types and classes of shares have also granted their consent for the increase of the registered capital separately for each series, prior to or simultaneously with the resolution on the increase of the registered capital, with a simple majority of the votes present at the General Meeting. In the course thereof, the provisions on any restriction or exclusion of voting rights attached to such shares may not be applied, save where voting rights relating to shares held by the Company are excluded.<sup>102</sup>

20.2<sup>103</sup> If the registered capital is increased by contributions in cash, the shareholders of the Company, and within this category primarily those shareholders who own shares belonging in the same series of shares as the shares issued, then the owners of convertible bonds and in the same line the owners of bonds with subscription rights - in this order - shall be entitled to a preferential subscription, pursuant to the conditions of the Statutes. If the registered capital is increased through a private issuance, the subscription preference right shall be deemed to be a preferential right to receive the shares.<sup>104</sup>

Within 2 (two) days following a resolution on the increase of registered capital by contribution in cash, the Company's Board of Directors shall initiate the publication of an announcement on the Company's homepage to notify the shareholders regarding the possibility to exercise the preferential subscription rights in connection with the registration/receipt of shares, the nominal value and the issue value of the shares to be subscribed, and the starting and closing day of the period of the exercise of such rights. The starting date may not be earlier than the day following the publication of such announcement. The Company, in case of a request of a shareholder communicated via e-mail, shall also provide information relating to the conditions of the exercise of the preferential subscription rights via e-mail. In case certain shareholders intend to subscribe for more shares than the number of shares they could actually subscribe for pursuant to their preferential subscription rights, they shall be entitled to subscribe for such further shares in the proportion of the nominal value of their previously owned shares, provided that in case of a fraction - independently of the value of such fraction - the number of the shares any given shareholder may subscribe for, shall be rounded down.

The General Meeting - on the basis of the Board of Directors' written proposal - may exclude the exercise of the preferential subscription rights. In such a case, the Board of Directors shall present, in this proposition, the reasons for the exclusion of the exercise of the preferential subscription rights and the planned issue value of the shares. In its reasoning, the Board of Directors shall present the advantages to the Company arising from the exclusion of the exercise of the preferential subscription

---

<sup>101</sup> Inserted in accordance with the resolution of the AGM held on April 28, 2004.

<sup>102</sup> Inserted in accordance with the resolution of the AGM held on April 28, 2004.

<sup>103</sup> Inserted and modified in accordance with the resolution of the AGM held on April 28, 2004.

<sup>104</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

rights. The rules relating to the consideration of the proposal are the same as the general rules relating to the consideration of proposals presented to the General Meeting. The General Meeting shall vote regarding the exclusion proposal simultaneously with the vote regarding the proposal relating to the increase of the registered capital. The Board of Directors shall submit to the Court of Registration the resolution of the General Meeting, and shall simultaneously arrange for the publication of an announcement regarding the contents of the resolution in the Company Gazette.

If the increase of the registered capital is carried out through a private issuance of new shares for in-kind contribution, the persons entitled to receive such shares shall be indicated in the resolution deciding on the increase of the registered capital. The category and the class, the number, the series, the nominal and issue value of the shares to be received by such persons shall also be indicated in such resolution.

If the increase of the share capital is carried out through a private issuance of new shares for cash contribution, the persons entitled - to the extent the persons entitled to exercise preferential rights to receive shares have not exercised such rights, or the General Meeting has excluded the exercise of such rights - to receive such shares shall be indicated in the resolution. The category and the class, the number, the series, the nominal and issue value of the shares to be received by such persons shall also be indicated in such resolution. (On the basis of Subsections 255(2) and (3) of the Companies Act). Upon the public issuance of shares, the resolution of the General Meeting regarding the increase in registered capital shall not specify the group and person of future shareholders taking part in the increase in registered capital. Persons wishing to acquire the new shares shall undertake to pay the consideration due for the shares and become entitled to receive the shares pursuant to the registration proceedings as set forth in the legislation applicable to securities.

The Company may increase its registered capital by its assets in excess of registered capital, or a part thereof, if, according to the balance sheet of the annual report prepared for the previous financial year according to the Accounting Act or to the interim balance sheet of the year, there are sufficient funds available for the capital increase, and if the Company's resulting registered capital does not exceed its equity capital adjusted in accordance with the Accounting Act.

20.3<sup>105</sup> The Board of Directors is, for a period of five (5) years from April 27, 2005, entitled to increase the Company's registered capital by a maximum of twenty-five percent (25%) per year. The largest amount by which the Board of Directors may increase the Company's registered capital within five years shall be HUF 38,239,604,000 that is, thirty-eight billion two hundred and thirty-nine million and six hundred and four thousand Hungarian Forints, ~~thus the amount of the approved registered capital shall be HUF 56,877,090,000 that is, fifty six billion eight hundred and seventy seven million and ninety thousand Hungarian Forints.~~<sup>106</sup>

If the Company has issued shares belonging to different types or classes, the General Meeting's resolution on the temporary transfer of the competence relating to the increase of the registered capital shall be valid only if the shareholders of the differing types and classes directly affected by the increase in the registered capital have also granted their consent for the temporary transfer of such competence separately, prior to or simultaneously with the resolution on the increase of the registered capital, with a simple majority of the votes present at the General Meeting. In the course thereof, the provisions on any restriction or exclusion of voting rights attached to such shares may not be applied, save where voting rights relating to shares held by the Company are excluded.

If an increase of the Company's registered capital is declared and successfully implemented by the Board of Directors, the Board of Directors shall be obliged to amend these Statutes.

---

<sup>105</sup> Inserted and modified in accordance with the resolution of the AGM held on April 28, 2004.

<sup>106</sup> ~~Amended in accordance with the resolution of the EGM held on December 18, 2007.~~

**(21) Foundation Expenses**

The Founders agree that any costs and stamp duties in connection with the foundation of the Company shall be borne by the Company.

**(22) Termination of the Company**

22.1 The Company shall be terminated if:

- (a) the General Meeting resolves its termination without legal successor;
- (b) the General Meeting resolves its termination with legal succession (transformation);
- (c) the Court of Registration terminates it based on the causes set forth in the Act on Company Registration and Winding-up Proceedings;
- (d) the legislation so provides;

22.2 If the Company is terminated without legal successor, the assets of the Company remaining after the claims against the Company have been satisfied, shall be distributed among the shareholders on the basis of their payments and contributions in kind actually provided, in proportion to the face value of their shares.<sup>107</sup>

**(23) Applicable Law, and the Procedure for Settling Legal Disputes**

23.1<sup>108</sup> Matters not provided in these Statutes are governed by the provisions of the Companies Act, the Capital Market Act and Act XXIV of 1988 on Foreign Investments in Hungary (as amended).

23.2 The Permanent Court of Arbitration attached to the Hungarian Chamber of Commerce and Industry shall have exclusive jurisdiction and competence to decide any a) all legal disputes based on a company law relationship between the Company and its shareholders, including excluded shareholders or shareholders who have otherwise parted ways with the Company; b) legal disputes in connection with the Statutes or the operation of the Company between shareholders in their legal relationships; and c) the review of resolutions adopted by the General Meeting. The Court of Arbitration shall apply its rules of procedure and appoint a panel comprised of three arbitrators. The members of the panel or its chairman may be foreign individuals. (Subsections 10(1) and (2) of the Companies Act)

23.3 The venue of the Court of Arbitration shall be Budapest.

23.4 The language of the proceedings of the Court of Arbitration shall be Hungarian.

23.5 Throughout the proceedings before the Court of Arbitration, the parties are mutually obliged, at the request of any one of the adverse parties to give the Court of Arbitration and the adverse party copies of the legal documents in both English and Hungarian.

23.6 In case of legal dispute, applicable law shall be Hungarian law.

**(24) Announcements, Advertisements**

24.1<sup>109</sup> Announcements and advertisements of the Company shall be published on its homepage. Furthermore, if required by law, announcements shall be published in the Cégközlöny (the official gazette of the Hungarian Courts of Registration). In addition thereto, as long as the shares of the Company are traded on the Budapest Stock Exchange (BSE), those announcements required by the BSE shall be published in a manner as set forth by the BSE.

---

<sup>107</sup> Amended in accordance with the resolution of the AGM held on April 27, 2005.

<sup>108</sup> The section has been modified in accordance with the resolution of the AGM held on April 28, 2003.

<sup>109</sup> Modified in accordance with the resolution of the AGM held on April 25, 2002.

**(25) Miscellaneous**

- 25.1 Addresses and notice: The address for receiving notice for every shareholder or shareholder's representative shall be the address listed in the Share Register. The Company bears no responsibility if a shareholder or a shareholder's representative does not communicate a change of address to the Company in a timely manner. In the context of these Statutes, any announcements or notices shall be made in writing and in Hungarian, and in English for those foreign shareholders or shareholder's representatives listed in the Share Register. In the absence of differing provisions in the present Statutes, notice shall be conclusively presumed by the parties to have been made if such notice is delivered personally, sent by courier, registered mail, facsimile, or telegram, and simultaneously, a notice is sent via registered mail with a copy of the registration receipt enclosed. In every case, the sender shall bear the cost of delivery.
- 25.2 Headings: The headings contained in this Statute are solely for the purpose of convenience. They are not to be considered as part of these Statutes, and do not control, expand, nor limit the scope or meaning of any term contained in these Statutes.
- 25.3 In cases where these Statutes mention a certain ratio (percentage) of shareholders, the portion of the shares represented by the shareholder(s) shall be understood.
- 25.4 These compiled Statutes include the modifications to the text approved by the ~~Extraordinary Annual~~ General Meeting of Richter Gedeon Vegyészeti Gyár Nyrt. held on ~~December 18~~~~April 25~~, 2007.
- 

**Place and date of compilation and most recent amendment: Budapest, ~~December 18~~~~April 25~~, 2007.**

This consolidated version of the Statutes has been duly approved by the Company's Annual General Meeting held on ~~December 18~~~~April 25~~, 2007.

---

Dr. András Szecskay  
Chairman of the Annual General Meeting

---

Mrs. Figuly Józsefné  
Keeper of the Minutes

---

Mr. László Godó  
Certifying Shareholder

Prepared and endorsed by: