

CHEMICAL WORKS OF GEDEON RICHTER CO. LTD.
RESOLUTIONS

passed by the April 27, 2005 Annual General Meeting

Resolution of the AGM No.: 1/2005. 04. 27.
(Voting summary generated as computer print-out No.1)

The Annual General Meeting (“AGM”) **has approved** the use of a computerised voting machine for the official counting of the votes during the AGM.

Number of votes cast:	11,068,195	
Voted in favour of the draft of the resolution:	11,068,170	
Voted against the draft of the resolution:	0	
Abstention from the voting:	25	
The proportion of the “yes” votes compared with all the votes cast:		100 %

Resolution of the AGM No.: 2/2005. 04. 27.
(Voting summary generated as computer print-out No.2)

The AGM **has approved** that a sound recording shall be made of the proceedings of the AGM in order to assist in the preparation of the minutes of the AGM. The sound recording shall not be used for the purpose of the preparation of a verbatim version of the minutes.

Number of votes cast:	11,068,196	
Voted in favour of the draft of the resolution:	11,068,195	
Voted against the draft of the resolution:	1	
Abstention from the voting:	0	
The proportion of the “yes” votes compared with all the votes cast:		100%

Resolution of the AGM No.: 3/2005. 04. 27.
(Voting summary generated as computer print-out No.3)

The AGM has appointed dr. András Szecskey to chair the Annual General Meeting, Mrs. Károlyné Dóka to be the keeper of the minutes, Mr. László Godó, an individual shareholder, to confirm the minutes of the meeting, and Mr. Lajos Szisz, to be the chairman of the vote counting committee.

Number of votes cast:	11,067,733	
Voted in favour of the draft of the resolution:	11,067,732	
Voted against the draft of the resolution:	1	
Abstention from the voting:	0	
The proportion of the “yes” votes compared with all the votes cast:		100%

Resolution of the AGM No.: 4/2005. 04. 27.
(Voting summary generated as computer print-out No.4)

The AGM - taking into account and accepting the Report submitted by Deloitte Ltd., in its capacity as statutory auditor of the Company, and the Report submitted by the Supervisory Board - **has acknowledged and approved** the Report of the Board of Directors of the Company regarding the operation and business activities of the Company in the 2004

business year.

Number of votes cast:	11,068,129	
Voted in favour of the draft of the resolution:	10,611,866	
Voted against the draft of the resolution:	0	
Abstention from the voting:	456,263	
The proportion of the "yes" votes compared with all the votes cast:		95.88%

Resolution of the AGM No.: 5/2005. 04. 27.
(Voting summary generated as computer print-out No.5)

The AGM **has approved** the declaration and distribution of **HUF 843,480** (which is equal to 12% of the face value of the preference shares, that is HUF 120 per share) **as a dividend relating to the preference shares** from the 2004 after-tax profit of the Company amounting to **HUF 37,124,578,838**. The AGM instructed the Board of Directors to pay such dividends proportionally with the number of shares to the preference shareholders registered in the Share-Register. The payment of the dividends shall commence on June 15, 2005. The detailed rules of the dividends payments shall be set out and published by May 20, 2005 by the Board of Directors.

Number of votes cast:	11,068,069	
Voted in favour of the draft of the resolution:	11,067,644	
Voted against the draft of the resolution:	400	
Abstention from the voting:	25	
The proportion of the "yes" votes compared with all the votes cast:		100 %

Resolution of the AGM No.: 6/2005. 04. 27.
(Voting summary generated as computer print-out No.6)

The AGM **has approved** the payment of **HUF 9,299,040,500 as a dividend** (which is equal to 50% of the face value of the common shares, that is HUF 500 per share) **relating to the common shares** from the 2004 after-tax profit of the Company amounting to **HUF 37,124,578,838**. The AGM instructed the Board of Directors to pay the dividends proportionally with the number of shares to the common shareholders registered in the Share-Register on June 8, 2005. The payment of the dividends shall commence on June 15, 2005. The detailed rules of the dividends payments shall be set out and published by May 20, 2005 by the Board of Directors.

Number of votes cast:	11,068,069	
Voted in favour of the draft of the resolution:	11,067,669	
Voted against the draft of the resolution:	400	
Abstention from the voting:	0	
The proportion of the "yes" votes compared with all the votes cast:		100 %

Resolution of the AGM No.: 7/2005. 04. 27.
(Voting summary generated as computer print-out No.7)

The AGM **has approved** that the amount of **HUF 27,824,694,858-** which amount remained from the **HUF 37,124,578,838** after-tax profit of the Company for the business year 2004, after the payment of the dividends relating to the common shares and preference shares - shall be deposited into the accumulated profit reserves of the Company.

Number of votes cast:	11,067,910	
Voted in favour of the draft of the resolution:	11,064,500	
Voted against the draft of the resolution:	400	
Abstention from the voting:	3,010	
The proportion of the "yes" votes compared with all the votes cast:		99.97 %

Resolution of the AGM No.: 8/2005. 04. 27.
(Voting summary generated as computer print-out No.8)

The AGM **has approved** the 2004 Annual Report of the Company, including the audited 2004 balance sheet with a total of **HUF 224,568 million** and **HUF 37,125 million** as the after-tax profit, prepared and audited in accordance with Hungarian accounting principles by Deloitte Ltd. (Dr. Judit Ladó, auditor).

Number of votes cast:	11,068,068	
Voted in favour of the draft of the resolution:	10,863,280	
Voted against the draft of the resolution:	400	
Abstention from the voting:	204,388	
The proportion of the "yes" votes compared with all the votes cast:		98.15 %

Resolution of the AGM No.: 9/2005. 04. 27.
(Voting summary generated as computer print-out No.9)

The AGM - taking into account and accepting the Report submitted by Deloitte Ltd., in its capacity as statutory auditor of the Company, and the Report submitted by the Supervisory Board - **has acknowledged and approved** the consolidated Report of the Board of Directors regarding the operation and business activities of the Richter Group in the 2004 business year, with a balance sheet total of **HUF 239,137 million** and **HUF 37,860 million** as the after-tax profit.

Number of votes cast:	11,068,111	
Voted in favour of the draft of the resolution:	10,863,390	
Voted against the draft of the resolution:	400	
Abstention from the voting:	204,321	
The proportion of the "yes" votes compared with all the votes cast:		98.15 %

Resolution of the AGM No.: 10/2005. 04. 27.
(Voting summary generated as computer print-out No.10)

The AGM - taking into account and accepting the Report submitted by Deloitte Ltd., in its capacity as statutory auditor of the Company, and the Report submitted by the Supervisory Board - **has acknowledged** the information provided by the Board of Directors relating to the Company's 2004 financial report and the Richter Group's consolidated financial report, both prepared in accordance with IFRS accounting principles.

Number of votes cast:	11,067,711	
Voted in favour of the draft of the resolution:	10,863,365	
Voted against the draft of the resolution:	0	
Abstention from the voting:	204,346	
The proportion of the "yes" votes compared with all the votes cast:		98.15 %

Resolution of the AGM No.: 11/2005. 04. 27.

(Voting summary generated as computer print-out No.11)

The AGM **has approved** that the **Board of Directors of the Company** shall purchase its own common shares (i.e. shares issued by Gedeon Richter Ltd.), by the date of the year 2006 AGM, either in circulation on or outside the stock exchange, the aggregated nominal value of which shall not exceed 3% of the registered capital of the Company (that is 559,125 shares) and at a purchase price which shall not be higher than +10% of the trading price.

Number of votes cast:	11,020,184	
Voted in favour of the draft of the resolution:	11,019,090	
Voted against the draft of the resolution:	1,094	
Abstention from the voting:	0	
The proportion of the "yes" votes compared with all the votes cast:		99.99 %

Resolution of the AGM No.: 12/2005. 04. 27.

(Voting summary generated as computer print-out No.12)

The **holders of the dividend granting preference shares have also granted their consent** to the AGM to authorize the Board of Directors with the following content to eventually increase the registered capital of the Company: The Board of Directors is entitled for a period of five (5) years from April 27, 2005 to increase the Company's registered capital by a maximum of twenty-five (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 in accordance with Section 20.3 of the Statutes is HUF 56,877,090,000 that is, fifty-six billion eight hundred and seventy seven million and ninety thousand Hungarian Forints.

Number of votes cast:	479	
Voted in favour of the draft of the resolution:	479	
Voted against the draft of the resolution:	0	
Abstention from the voting:	0	
The proportion of the "yes" votes compared with all the votes cast:		100 %

Resolution of the AGM No.: 13/2005. 04. 27.

(Voting summary generated as computer print-out No.13)

The AGM **has authorized the Board of Directors of the Company** for a period of five (5) years from April 27, 2005 to increase the Company's registered capital by a maximum of twenty-five (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 in accordance with Section 20.3 of the Statutes is HUF 56,877,090,000 that is, fifty-six billion eight hundred and seventy seven million and ninety thousand Hungarian Forints.

Number of votes cast:	11,019,984	
Voted in favour of the draft of the resolution:	8,432,270	
Voted against the draft of the resolution:	2,587,689	
Abstention from the voting:	25	
The proportion of the "yes" votes compared with all the votes cast:		76.52 %

Resolution of the AGM No.: 14/2005. 04. 27.
(Voting summary generated as computer print-out No.14)

The AGM **has approved the conversion of the preference shares** set forth in Annex 1. (altogether: **2,678 shares**) which are held by private persons, to dematerialised registered common shares as of April 27, 2005. The Board of Directors shall take all measures - within 30 days following the registration of the conversion by the Court of Registration - to have the converted preference shares credited to the owners' securities account as common shares. As of April 27, 2005, the shareholder's rights - except the right to the dividends declared for 2004 and the right to have credited to the securities account the registered common shares which shall replace the preference shares - cannot be exercised on the basis of the converted preference shares. Simultaneously with the crediting of the registered common shares to the securities account, the preference shares shall be declared invalid. The Board of Directors shall take all measures necessary to annul the preference shares according to the applicable method, and by the deadline set forth in the applicable legal regulations.

Number of votes cast:	11,019,899	
Voted in favour of the draft of the resolution:	9,351,037	
Voted against the draft of the resolution:	1,668,143	
Abstention from the voting:	719	
The proportion of the "yes" votes compared with all the votes cast:		84.86 %

Resolution of the AGM No.: 15/2005. 04. 27.
(Voting summary generated as computer print-out No.15)

The AGM **has rejected the request for the conversion of the preference shares** defined in Annex 2 (altogether: **106 shares**) to be registered as registered common shares, because the applicants withdrew their request.

Number of votes cast:	11,020,342	
Voted in favour of the draft of the resolution:	10,767,064	
Voted against the draft of the resolution:	252,384	
Abstention from the voting:	894	
The proportion of the "yes" votes compared with all the votes cast:		97.70 %

Resolution of the AGM No.: 16/2005. 04. 27.
(Voting summary generated as computer print-out No.16)

The AGM **has approved** - as a result of the conversion made according to the resolution of the AGM under No.: 14/2005. 04. 27. - the application for the introduction of the common shares to be newly issued to the Budapest and the Luxembourg Stock Exchanges, within 30 days following the registration of the conversion by the Court of Registration.

Number of votes cast:	11,020,384	
Voted in favour of the draft of the resolution:	11,019,290	
Voted against the draft of the resolution:	400	
Abstention from the voting:	694	
The proportion of the "yes" votes compared with all the votes cast:		99.99 %

Resolution of the AGM No.: 17/2005. 04. 27.
(Voting summary generated as computer print-out No.17)

The AGM **has approved** the amendment of the Company's Statutes according to Annex 1 attached to the Minutes of the AGM.

Number of votes cast:	11,020,359	
Voted in favour of the draft of the resolution:	11,001,765	
Voted against the draft of the resolution:	400	
Abstention from the voting:	18,194	
The proportion of the "yes" votes compared with all the votes cast:		99.83 %

Resolution of the AGM No.: 18/2005. 04. 27.
(Voting summary generated as computer print-out No.18)

The AGM **has approved** the consolidated version of the Statutes including the amendments approved to date as attached under Annex 2 to the Minutes of the AGM.

Number of votes cast:	11,019,942	
Voted in favour of the draft of the resolution:	11,001,748	
Voted against the draft of the resolution:	0	
Abstention from the voting:	18,194	
The proportion of the "yes" votes compared with all the votes cast:		99.83 %

Resolution of the AGM No.: 19/2005. 04. 27.
(Voting summary generated as computer print-out No.19)

The AGM, pursuant to Section 25 (1) of Act CXLIV of 1997, **has approved the re-election of William de Gelsey, Erik Bogesch, Gábor Bojár, dr. László Kovács and dr. Gábor Perjés** as Members of the Board of Directors for a period of three years expiring on April 30, 2008, at the latest.

In addition, the AGM has approved that simultaneously with his membership on the Board of Directors, Gábor Bojár shall be the chairman of the Board of Directors of Graphisoft Rt.

Number of votes cast:	11,019,984	
Voted in favour of the draft of the resolution:	11,019,248	
Voted against the draft of the resolution:	0	
Abstention from the voting:	736	
The proportion of the "yes" votes compared with all the votes cast:		99.99 %

Resolution of the AGM No.: 20/2005. 04. 27.
(Voting summary generated as computer print-out No.20)

The AGM **has approved** the honoraria of the members of the Company's Board of Directors in regard to the 2005 business year as of January 1, 2005 as follows:

Chairman of the Board of Directors:	200 Richter common shares/six months
Member of the Board of Directors:	165 Richter common shares/six months/member

In case a member of the Board of Directors cannot acquire shares in view of legal or other rules, internal regulations or restrictions, the honoraria shall be paid out in a forint amount corresponding to the value of the shares due to such member calculated on the basis of the average price of the Company's shares weighted by the turnover on the Budapest Stock

Exchange on the trading day preceding the day of the transfer.

Number of votes cast:	11,020,342	
Voted in favour of the draft of the resolution:	11,019,033	
Voted against the draft of the resolution:	400	
Abstention from the voting:	909	
The proportion of the "yes" votes compared with all the votes cast:		99.99 %

Resolution of the AGM No.: 21/2005. 04. 27.

(Voting summary generated as computer print-out No.21)

The AGM **has approved** the proposal of CA-IB Alapkezelő Rt., as shareholder, that the chairman and the members of the Board of Directors be awarded bonus shares or in accordance with their request, the forint amount corresponding to value of the shares calculated on the basis of the average price of the Company's shares weighted by the turnover on the Budapest Stock Exchange on the trading day preceding the day of transfer, in consideration of their performance and the results generated in the 2004 business year.

The Chairman of the Board of Directors: 70 Richter common shares
The members of the Board of Directors: 60 Richter common shares/member

Number of votes cast:	11,020,342	
Voted in favour of the draft of the resolution:	9,378,607	
Voted against the draft of the resolution:	854	
Abstention from the voting:	1,640,881	
The proportion of the "yes" votes compared with all the votes cast:		85.,10 %

Resolution of the AGM No.: 22/2005. 04. 27.

(Voting summary generated as computer print-out No.22)

The AGM **has approved** the honoraria for the members of the Company's Supervisory Board in regard to the 2005 business year as of January 1, 2005 as follows:

Chairman of the Supervisory Board: 400,000 HUF/month
Members of the Supervisory Board: 320,000 HUF/month/member

Number of votes cast:	11,019,941	
Voted in favour of the draft of the resolution:	11,017,680	
Voted against the draft of the resolution:	837	
Abstention from the voting:	1,424	
The proportion of the "yes" votes compared with all the votes cast:		99.98 %

Resolution of the AGM No.: 23/2005. 04. 27.

(Voting summary generated as computer print-out No.23)

The AGM **has approved** the re-election of Deloitte Ltd. (H-1052 Budapest, Nádor utca 21., registration no.: 000083, individual auditor in charge: Dr. Judit Ladó, registration no.: 003510) as the Company's statutory auditor until April 30, 2006, but not later than the approval of the 2005 consolidated report.

Number of votes cast:	11,019,941	
Voted in favour of the draft of the resolution:	11,009,411	
Voted against the draft of the resolution:	67	
Abstention from the voting:	10,463	
The proportion of the "yes" votes compared with all the votes cast:		99.90 %

Resolution of the AGM No.: 24/2005. 04. 27.

(Voting summary generated as computer print-out No.24)

The AGM **has approved** the honoraria - amounting to HUF 29,500,000 + 25% VAT for Deloitte Ltd. (H-1052 Budapest, Nádor utca 21., registration no.: 000083, individual auditor in charge: Dr. Judit Ladó, registration no.: 003510) for its performance as auditor of the Company. The honoraria includes the fee for the auditing of the non-consolidated 2005 annual report in accordance with both Hungarian and IAS accounting principles, the fee for the 2005 consolidated audit report prepared in accordance with IFRS accounting principles, the fee for auditing the Company's interim financial statement which shall be completed on the accounting date of September 30, 2005 in accordance with the Hungarian accounting principles, and the reviewing of the quarterly reports prepared for the Hungarian Stock Exchange.

Number of votes cast:	11,025,754	
Voted in favour of the draft of the resolution:	10,967,497	
Voted against the draft of the resolution:	47,011	
Abstention from the voting:	11,246	
The proportion of the "yes" votes compared with all the votes cast:		99.47 %

The above Resolutions have been duly approved by the 2005 AGM of Chemical Works of Gedeon Richter Co. Ltd.

Chemical Works of Gedeon Richter Co. Ltd.