

The Chemical Works of Gedeon Richter Ltd.
(Richter Gedeon Vegyészeti Gyár Rt.)
(1103 Budapest, Gyömrői út 19-21.)

hereby notifies its shareholders that the Company shall hold its **Annual General Meeting ("AGM") on Wednesday, April 26, 2006 at 3:00 p.m.**

The venue of the AGM shall be at 34. Stefánia út, H-1143 Budapest (MH. Művelődési Ház).

Agenda of the AGM

- (1) Report of the Board of Directors on the 2005 business activities of the Company and presentation of the annual report prepared in accordance with the Accounting Act.
- (2) Report of the Auditor.
- (3) Report of the Supervisory Committee.
- (4) Resolution on the determination and allocation of the 2005 after-tax profit of the Company, declaration of dividends for the 2005 business year on the preference and common shares.
- (5) Approval of the 2005 Annual Report of the Company prepared in accordance with the Accounting Act, including the 2005 Balance Sheet.
- (6) Report on the 2005 business activities of the Richter Group and presentation of the Consolidated Report prepared in accordance with the IFRS.
- (7) Report of the Auditor on the Consolidated Report.
- (8) Report of the Supervisory Committee on the Consolidated Report.
- (9) Approval of the 2005 Consolidated Report.
- (10) Authorization to the Board of Directors for the purchase of own shares of the Company.
- (11) Resolution on the applications submitted to the Company by the holders of preference shares for the conversion of their respective preference shares into common shares.
- (12) Approval of the introduction on the Budapest Stock Exchange and the Luxembourg Stock Exchange of the common shares converted from preference shares by request.
- (13) Amendments to the Company's Statutes.
- (14) Approval of the consolidated text of the Company's Statutes (including amendments).
- (15) Election of members of the Supervisory Committee.
- (16) Resolution on the remuneration of the members of the Supervisory Committee.
- (17) Election of member of the Board of Directors.
- (18) Resolution on the remuneration of the members of the Board of Directors.
- (19) Election of the Company's statutory auditor.
- (20) Resolution on the remuneration of the Company's statutory auditor.
- (21) Miscellaneous.

Every registered common share with a nominal value of 1,000 HUF (one thousand Hungarian Forint) shall entitle its holder to one vote at the AGM. The shareholders may exercise their rights at the AGM either in person or through an authorized representative with a voting card or other certificate or electronic voting equipment issued by the Board of Directors entitling its holder to exercise voting rights (collectively: the "**Voting Card**"). In accordance with Point 4 of Section 221 of the Companies Act, the proxy empowering its holder to representation shall be incorporated into a public legal document or a private deed having full probative effect (as described in Section 196 of the Code of Civil Procedure) and shall be submitted prior to obtaining the certificate entitling its holder to the receipt of the Voting Card. Holders of preference shares shall not be entitled to vote, unless the Companies Act requires the separate approval of the owners of different series of shares.

The Company hereby requests the **shareholders to indicate to the respective investment service providers their intention to attend the AGM**, and the investment service providers to provide the data of the shareholders within the deadline as set forth in the announcement of KELER Rt. The shareholders shall also, in person, by telephone or by e-mail, confirm their intention to attend the AGM to the Company's Shareholders Relations Department on **April 25, 2006, between 8.00 a.m. and 4.00 p.m.** ("registration"). (Shareholders' Relations Department (Részvényiroda): 1103 Budapest, Gyömrői út 8., telephone: 431-4027, 431-4028, e-mail: honlapposta@richter.hu) The Company shall only issue a Voting Card to a shareholder who is registered by the Board of Directors (on the basis of the data provided by KELER Rt. relating to the identification of ownership) in the Share Register as the owner of the shares.

The Board of Directors shall hand over the Voting Cards at the venue of and before the commencement of the AGM, simultaneously to recording the name and the number of votes of the shareholder.

(In case of attending the AGM, the last trading day on the Budapest Stock Exchange is April 13, 2006.)

The GDR shareholders shall be entitled to instruct the Bank of New York as Depositary to exercise their voting rights, if any, pertaining to the number of Shares represented by their respective GDRs. The GDR shareholders, therefore, should contact the Bank of New York (One Wall Street, New York, N.Y. 10286). The GDR shareholders must prove their ownership interest in the GDR respectively. The Depositary will not issue voting proxies after **April 19, 2006**. The GDR shareholders respectively may not transfer their interests in the GDR during the period between the delivery to them of a voting proxy and the closing of the AGM, and shall provide a blocking confirmation to this effect as issued by their custodian bank.

The Company requests the holders of preference shares to indicate their intention to attend the AGM by **April 25, 2006**, to the Company's Shareholders' Relations Department in writing. Entry permits to attend the AGM shall be provided to the holders of preference shares on the spot from 2.00 p.m. on the date of the AGM upon confirmation of their respective shareholding as entered in the Company's Share Register.

In lack of a quorum, the date of the reconvened AGM held at the same location shall be April 26, 2006 at 4.00 p.m. The reconvened AGM shall have a quorum for the purpose of considering items on the agenda of the original AGM if the shareholders representing more than 20% of the votes relating to the voting shares issued by the Company are presented in person or via proxy at the reconvened AGM and their shareholding or representation right has been duly evidenced.

The annual report and the draft proposals for the AGM shall be available for review at the Company's Shareholders' Relations Department on business days **from March 31, 2006**, between 8.00 a.m. and 4.00 p.m.

The Board of Directors proposes the determination and distribution of dividends from the 2005 annual profit on preference shares equal to 12 % of their nominal value, this is one hundred twenty Hungarian Forint and 60 % on common shares, this is six hundred Hungarian Forint with the remainder of the after-tax profit allocated to the profit reserves. The AGM shall approve the Company's audited balance sheet and determine the dividends to be distributed.

The main data of the 2005 Annual Report of the Company prepared in accordance with Hungarian accounting principles are as follows:

Balance Sheet:

<u>Assets:</u>	HUF m
Invested assets	140 980
Intangible assets	2 225
Tangible assets	106 029
Financial investments	32 726
Current assets	121 666
Inventories	40 475
Receivables	36 519
Securities	17 086
Liquid assets	27 586
Accrued and deferred assets	1 032
Total assets	263 678
<u>Liabilities:</u>	
Equity	244 699
Share capital	18 637
Capital reserves	19 256
Accumulated profit reserves	160 799
Restricted reserves	115
Valuation reserves	178
Profit per balance sheet	45 714
Provisions	171
Liabilities	15 752
Long term liabilities	
Short term liabilities	15 752
Accrued expenses	3 056
Total liabilities:	263 678
<u>Profit and loss statement:</u>	
Net sales revenues	140 929
Other revenues	6 936
Cost of sales	36 157
Operating costs	63 637
Other expenses	10 221
Operating profit	37 850
Net financial income (expenses)	8 458
Net profit on ordinary business activities	46 308
Extraordinary profit	-594
Profit before tax	45 714
After tax profit	45 714

Please note that the above figures do not contain any distribution of dividends.

The main data of the 2005 Consolidated Report of the Richter Group prepared in accordance with IFRS are as follows:

Balance Sheet:

<u>Assets</u>	HUF m
Invested assets	140 117
Intangible assets	3 297
Tangible assets	122 780
Financial investments	12 667
Goodwill	429
Deferred tax assets	944
Current assets	137 463
Inventories	47 327
Receivables	38 054
Securities	18 931
Cash and cash equivalents	33 151
Total assets	277 580
<u>Liabilities</u>	
Equity	246 540
Share capital	18 638
Capital reserves	18 682
Accumulated profit reserves	212 946
Treasury shares	-145
Valuation reserves	164
Translation reserves	-3 745
Minority interest	6 486
Provisions	975
Liabilities	23 579
Long term liabilities	474
Short term liabilities	23 105
Total liabilities	277 580
<u>Profit and loss account</u>	
Net sales revenues	172 597
Cost of sales	75 573
Operating costs	56 304
Profit on other/nonoperating activities	-1 129
Operating profit	39 591
Net financial income (expenses)	5 747
Income from associate	848
Profit before taxation	46 186
After tax profit	45 643

Please note that the above figures do not contain any distribution of dividends.

Board of Directors of Gedeon Richter Ltd.