

**CHEMICAL WORKS OF GEDEON RICHTER CO. LTD.**  
**RESOLUTIONS**

passed by the April 26, 2006 Annual General Meeting

**Resolution of the AGM No.: 1/2006. 04. 26.**

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:	10,829,196	
Voted in favour of the draft of the resolution:	10,829,196	
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.: 2/2006. 04. 26.**

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:	10,829,196	
Voted in favour of the draft of the resolution:	10,829,196	
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.: 3/2006. 04. 26.**

The AGM has appointed dr. András Szecskay 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:	10,829,196	
Voted in favour of the draft of the resolution:	10,829,196	
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.: 4/2006. 04. 26.**

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 2005 business year.

Number of votes cast:	10,829,196	
Voted in favour of the draft of the resolution:	10,034,826	
Voted against the draft of the resolution:	11,500	
Abstention from the voting:	782,870	
The proportion of the “yes” votes compared with all the votes cast:		92,66%

#### **Resolution of the AGM No.: 5/2006. 04. 26.**

The AGM **has approved** the declaration and distribution of **HUF 522,120** (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 2005 after-tax profit of the Company amounting to **HUF 45,713,962,556**. 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, 2006. The detailed rules of the dividends payments shall be set out and published by May 20, 2006 by the Board of Directors.

Number of votes cast:	10,829,196	
Voted in favour of the draft of the resolution:	10,793,026	
Voted against the draft of the resolution:	11,500	
Abstention from the voting:	24,670	
The proportion of the "yes" votes compared with all the votes cast:		99,67%

#### **Resolution of the AGM No.: 6/2006. 04. 26.**

The AGM **has approved** the payment of **HUF 11,171,423,400 as a dividend** (which is equal to 60% of the face value of the common shares, that is HUF 600 per share) **relating to the common shares** from the 2005 after-tax profit of the Company amounting to **HUF 45,713,962,556**. 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 2, 2006. The payment of the dividends shall commence on June 15, 2006. The detailed rules of the dividends payments shall be set out and published by May 20, 2006 by the Board of Directors.

Number of votes cast:	10,829,196	
Voted in favour of the draft of the resolution:	10,792,972	
Voted against the draft of the resolution:	11,554	
Abstention from the voting:	24,670	
The proportion of the "yes" votes compared with all the votes cast:		99,67%

#### **Resolution of the AGM No.: 7/2006. 04. 26.**

The AGM **has approved** that the amount of **HUF 34,542,017,036** - which amount remained from the **HUF 45,713,962,556** after-tax profit of the Company for the business year 2005, 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:	10,829,196	
Voted in favour of the draft of the resolution:	10,792,874	
Voted against the draft of the resolution:	11,652	
Abstention from the voting:	24,670	
The proportion of the "yes" votes compared with all the votes cast:		99,66%

#### **Resolution of the AGM No.: 8/2006. 04. 26.**

The AGM has accepted and **has approved** the 2005 Annual Report of the Company, including the audited 2005 balance sheet with a total of **HUF 263,678 million** and **HUF 45,714 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:	10,829,164	
Voted in favour of the draft of the resolution:	10,281,797	
Voted against the draft of the resolution:	11,500	
Abstention from the voting:	535,867	
The proportion of the "yes" votes compared with all the votes cast:		94,95%

#### **Resolution of the AGM No.: 9/2006. 04. 26.**

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 2005 business year prepared in accordance with international accounting standards, with a balance sheet total of **HUF 277,580 million** and **HUF 45,643 million** as the after-tax profit.

Number of votes cast:	10,829,156	
Voted in favour of the draft of the resolution:	10,333,393	
Voted against the draft of the resolution:	0	
Abstention from the voting:	495,763	
The proportion of the "yes" votes compared with all the votes cast:		95,42%

#### **Resolution of the AGM No.: 10/2006. 04. 26.**

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

Number of votes cast:	10,829,156	
Voted in favour of the draft of the resolution:	10,333,393	
Voted against the draft of the resolution:	0	
Abstention from the voting:	495,763	
The proportion of the "yes" votes compared with all the votes cast:		95,42%

#### **Resolution of the AGM No.: 11/2006. 04. 26.**

The AGM **has authorized** the **Board of Directors of the Company** to purchase its own common shares (i.e. shares issued by Gedeon Richter Ltd.), by the date of the year 2007 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 at the stock exchange.

Number of votes cast:	10,829,156	
Voted in favour of the draft of the resolution:	10,804,432	
Voted against the draft of the resolution:	54	
Abstention from the voting:	24,670	
The proportion of the "yes" votes compared with all the votes cast:		99,77%

#### **Resolution of the AGM No.: 12/2006. 04. 26.**

The AGM **has approved the conversion of the preference shares** set forth in Annex 1. (altogether: **892 shares**) which are held by private persons, to dematerialised registered common shares as of April 26, 2006. 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 26, 2006, the shareholder's rights - except the right to the dividends declared for

2005 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 method and by the deadline set forth in the applicable legal regulations.

Number of votes cast:	10,783,868	
Voted in favour of the draft of the resolution:	10,172,068	
Voted against the draft of the resolution:	0	
Abstention from the voting:	611,800	
The proportion of the "yes" votes compared with all the votes cast:		94,33%

#### **Resolution of the AGM No.: 13/2006. 04. 26.**

The AGM **has rejected the request for the conversion of the preference shares** defined in Annex 2 (altogether: **10 shares**) to be registered as registered common shares, because the applicant withdrew his request.

Number of votes cast:	10,783,456	
Voted in favour of the draft of the resolution:	10,192,024	
Voted against the draft of the resolution:	0	
Abstention from the voting:	591,432	
The proportion of the "yes" votes compared with all the votes cast:		94,52%

#### **Resolution of the AGM No.: 14/2006. 04. 26.**

The AGM **has approved** - as a result of the conversion made according to the resolution of the AGM under No.: 12/2006. 04. 26. - 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:	10,783,868	
Voted in favour of the draft of the resolution:	10,775,336	
Voted against the draft of the resolution:	32	
Abstention from the voting:	8,500	
The proportion of the "yes" votes compared with all the votes cast:		99,92%

#### **Resolution of the AGM No.: 15/2006. 04. 26.**

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:	10,783,164	
Voted in favour of the draft of the resolution:	10,087,201	
Voted against the draft of the resolution:	54	
Abstention from the voting:	695,909	
The proportion of the "yes" votes compared with all the votes cast:		93,55%

#### **Resolution of the AGM No.: 16/2006. 04. 26.**

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:	10,783,814
Voted in favour of the draft of the resolution:	10,087,953
Voted against the draft of the resolution:	0
Abstention from the voting:	695,861
The proportion of the "yes" votes compared with all the votes cast:	93,55%

#### **Resolution of the AGM No.: 17/2006. 04. 26.**

The AGM has approved the re-election of **dr. Attila Chikán, Mrs. dr. Jánokiné dr. Mária Balogh, dr. Gábor Simon Kis, Mr. József Erős, Mr. András Sugár S.** as Members of the Supervisory Board for a period of 3 years expiring on April 30, 2009, at the latest.

Number of votes cast:	10,783,868
Voted in favour of the draft of the resolution:	10,765,247
Voted against the draft of the resolution:	146
Abstention from the voting:	18,475
The proportion of the "yes" votes compared with all the votes cast:	99,83%

#### **Resolution of the AGM No.: 18/2006. 04. 26.**

The AGM has approved the election and the re-election of **Mr. Jenő Fodor** (born: March 02, 1958, mother's maiden name: Ms. Zsuzsanna Czellár, address: H-2509 Esztergom-Kertváros, Bányai utca 11.), **Mr. Gábor Tóth and Mrs. Vencelné Sedlák** as Members of the Supervisory Board appointed by the Company's employees for a period of 3 years expiring on April 30, 2009, at the latest.

Number of votes cast:	10,783,456
Voted in favour of the draft of the resolution:	10,764,825
Voted against the draft of the resolution:	210
Abstention from the voting:	18,421
The proportion of the "yes" votes compared with all the votes cast:	99,83%

#### **Resolution of the AGM No.: 19/2006. 04. 26.**

The AGM has approved the honoraria for the members of the Company's Supervisory Board in regard to the 2006 business year as of January 1, 2006 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:	10,783,868
Voted in favour of the draft of the resolution:	10,754,714
Voted against the draft of the resolution:	44
Abstention from the voting:	29,110
The proportion of the "yes" votes compared with all the votes cast:	99,73%

#### **Resolution of the AGM No.: 20/2006. 04. 26.**

The AGM, has approved the election of **dr. Tamás Mészáros** (born: November 18, 1946, mother's maiden name: Ms. Klára Németh, address: H-1158 Budapest, Thököly u. 94.) as Members of the Board of Directors for a period of 2 years expiring on April 30, 2008, at the latest.

Number of votes cast:	10,783,868
Voted in favour of the draft of the resolution:	10,731,662
Voted against the draft of the resolution:	16,232
Abstention from the voting:	35,974
The proportion of the "yes" votes compared with all the votes cast:	99,52%

### **Resolution of the AGM No.: 21/2006. 04. 26.**

The AGM **has approved** the honoraria of the members of the Company's Board of Directors in regard to the 2006 business year as of January 1, 2006 as follows:

Chairman of the Board of Directors: 550,000 HUF/month  
Member of the Board of Directors: 450,000 HUF/month/member

Number of votes cast:	10,783,402	
Voted in favour of the draft of the resolution:	10,054,121	
Voted against the draft of the resolution:	27,522	
Abstention from the voting:	701,759	
The proportion of the "yes" votes compared with all the votes cast:		93,24%

### **Resolution of the AGM No.: 22/2006. 04. 26.**

The AGM **has approved** the re-election of Deloitte Ltd. (H-1068 Budapest, Dózsa György út 84/C., registration no.: 000083, individual auditor in charge: Dr. Judit Ladó, registration no.: 003510) as the Company's statutory auditor for a period of one year expiring on April 30, 2007, but not later than the approval of the 2006 consolidated report.

Number of votes cast:	10,783,868	
Voted in favour of the draft of the resolution:	10,775,368	
Voted against the draft of the resolution:	0	
Abstention from the voting:	8,500	
The proportion of the "yes" votes compared with all the votes cast:		99,92%

### **Resolution of the AGM No.: 23/2006. 04. 26.**

The AGM **has approved** the honoraria amounting to HUF 28,3 million + VAT for Deloitte Ltd. (H-1068 Budapest, Dózsa György út 84/C., registration no.: 000083, individual auditor in charge: Dr. Judit Ladó, registration no.: 003510) for its performance as auditor of the Company in 2006. The honoraria includes the fee for the auditing of the non-consolidated 2006 annual report in accordance with both the Hungarian accounting act and IFRS accounting principles, the fee for the auditor's report relating to the 2006 consolidated 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, 2006 in accordance with the Hungarian accounting act, and the reviewing of the quarterly reports prepared for the Hungarian Stock Exchange.

Number of votes cast:	10,783,868	
Voted in favour of the draft of the resolution:	10,140,262	
Voted against the draft of the resolution:	54	
Abstention from the voting:	643,552	
The proportion of the "yes" votes compared with all the votes cast:		94,03%

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The above Resolutions have been duly approved by the 2006 AGM of Chemical Works of Gedeon Richter Co. Ltd.

**Chemical Works of Gedeon Richter Co. Ltd.**