

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

hereby notifies its shareholders that the Company shall hold its **Annual General Meeting ("AGM") on Wednesday, April 25, 2007 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 2006 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 2006 after-tax profit of the Company, declaration of dividends for the 2006 business year on the preference and common shares.
5. Approval of the 2006 Annual Report of the Company prepared in accordance with the Accounting Act, including the 2006 Balance Sheet.
6. Report on the 2006 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 2006 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 dematerialized common shares.
12. Resolution on the conversion of the remaining printed preference shares into dematerialized common shares (Holders of the remaining preference shares shall be entitled to a separate vote).
13. Approval of the introduction on the Budapest Stock Exchange and the Luxembourg Stock Exchange of the common shares converted from preference shares.
14. Amendments to the Company's Statutes.
15. Approval of the consolidated text of the Company's Statutes (including amendments).
16. Election of member of the Board of Directors.
17. Resolution on the remuneration of the members of the Board of Directors.
18. Resolution on the appreciation of the performance of the members of the Board of Directors in 2006.
19. Resolution on the remuneration of the members of the Supervisory Board.
20. Election of the members of the Audit Committee
21. Election of the Company's statutory auditor.
22. Resolution on the remuneration of the Company's statutory auditor.
23. 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 relating to the conversion of the remaining printed preference shares into dematerialized common shares, for which resolution the Companies Act requires the separate approval of the owners of the preference 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 Zrt. 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 24, 2007, 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 Zrt. 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 16, 2007.)**

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, 2007**. 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 24, 2007**, to the Company's Shareholders' Relations Department in writing. Permits to attend the AGM and to vote with respect to the conversion of the remaining printed preference shares into dematerialized common shares 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 25, 2007 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 April 2, 2007**, between 8.00 a.m. and 4.00 p.m.

The Board of Directors proposes the determination and distribution of dividends from the 2006 annual profit on preference shares equal to 12 % of their nominal value, this is one hundred twenty Hungarian Forint and 69 % on common shares, this is six hundred ninety 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 2006 Annual Report of the Company prepared in accordance with Hungarian accounting principles are as follows:

**Balance Sheet:**

<b><u>Assets:</u></b>	<b>HUF m</b>
Invested assets	163 597
Intangible assets	2 998
Tangible assets	115 526
Financial investments	45 073
Current assets	143 057
Inventories	43 385
Receivables	47 563
Securities	8 926
Liquid assets	43 183
Accrued and deferred assets	1 256
<b>Total assets</b>	<b>307 910</b>
<b><u>Liabilities:</u></b>	
Equity	284 951
Share capital	18 637
Capital reserves	19 256
Accumulated profit reserves	194 963
Restricted reserves	493
Valuation reserves	81
Profit per balance sheet	51 521
Provisions	71
Liabilities	18 497
Long term liabilities	
Short term liabilities	18 497
Accrued expenses	4 391
<b>Total liabilities:</b>	<b>307 910</b>
<b><u>Profit and loss statement:</u></b>	
Net sales revenues	171 095
Other revenues	6 873
Cost of sales	44 925
Operating costs	72 472
Other expenses	11 082
Operating profit	49 489
Net financial income (expenses)	2 417
Net profit on ordinary business activities	51 906
Extraordinary profit	-385
<b>Profit before tax</b>	<b>51 521</b>
<b>After tax profit</b>	<b>51 521</b>

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

The main data of the 2006 Consolidated Report of the Richter Group prepared in accordance with international accounting standards are as follows:

**Balance Sheet:**

<b><u>Assets</u></b>	<b>HUF m</b>
Invested assets	160 677
Intangible assets	4 525
Tangible assets	136 049
Financial investments	17 513
Goodwill	1 524
Deferred tax assets	1 066
Current assets	165 107
Inventories	52 716
Receivables	53 272
Securities	7 911
Cash and cash equivalents	51 208
<b>Total assets</b>	<b>325 784</b>
<b><u>Liabilities</u></b>	
Equity	288 115
Share capital	18 638
Capital reserves	18 684
Accumulated profit reserves	253 052
Treasury shares	-538
Valuation reserves	43
Translation reserves	-3 517
IFRS2 reserves	1 753
Minority interest	5 813
Provisions	896
Liabilities	30 960
Long term liabilities	2 485
Short term liabilities	28 475
<b>Total liabilities</b>	<b>325 784</b>
<b><u>Profit and loss account</u></b>	
Net sales revenues	209 373
Cost of sales	89 704
Operating costs	67 536
Profit on other/nonoperating activities	-2 606
Operating profit	49 527
Net financial income (expenses)	1 723
Income from associates	863
<b>Profit before taxation</b>	<b>52 113</b>
<b>After tax profit</b>	<b>51 402</b>

**Board of Directors of Gedeon Richter Plc.**