

CHEMICAL WORKS OF GEDEON RICHTER PLC.
passed by the April 25, 2007 Annual General Meeting

RESOLUTIONS

Resolution of the AGM No.: 1/2007. 04. 25.

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

Resolution of the AGM No.: 2/2007. 04. 25.

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.

Resolution of the AGM No.: 3/2007. 04. 25.

The AGM has appointed dr. András Szecskay to chair the Annual General Meeting held on April 25, 2007, Mrs. József Figuly 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.

Resolution of the AGM No.: 4/2007. 04. 25.

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 2006 business year.

Resolution of the AGM No.: 5/2007. 04. 25.

The AGM **has approved** the declaration and distribution of **HUF 415,080** (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 2006 after-tax profit of the Company amounting to **HUF 51,520,917,834**. 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 18, 2007. The detailed rules of the dividends payments shall be set out and published by May 23, 2007 by the Board of Directors.

Resolution of the AGM No.: 6/2007. 04. 25.

The AGM **has approved** the payment of **HUF 12,841,502,370 as a dividend** (which is equal to 69% of the face value of the common shares, that is HUF 690 per share) **relating to the common shares** from the 2006 after-tax profit of the Company amounting to **HUF 51,520,917,834**. 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 11, 2007. The payment of the dividends shall commence on June 18, 2007. The detailed rules of the dividends payments shall be set out and published by May 23, 2007 by the Board of Directors.

Resolution of the AGM No.: 7/2007. 04. 25.

The AGM **has approved** that the amount of **HUF 38,679,000,384** - which amount remained from the **HUF 51,520,917,834** after-tax profit of the Company for the business year 2006, 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.

Resolution of the AGM No.: 8/2007. 04. 25.

The AGM has accepted and **has approved** the 2006 Annual Report of the Company, including the audited 2006 balance sheet with a total of **HUF 307,910 million** and **HUF 51,521 million** as the after-tax profit, prepared and audited in accordance with Hungarian accounting principles by Deloitte Ltd. (Dr. Judit Ladó, auditor).

Resolution of the AGM No.: 9/2007. 04. 25.

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 2006 business year prepared in accordance with international accounting standards, with a balance sheet total of **HUF 325,784 million** and **HUF 51,402 million** as the after-tax profit.

Resolution of the AGM No.: 10/2007. 04. 25.

The AGM **has authorized** the **Board of Directors of the Company** to purchase its own common shares (i.e. shares issued by Gedeon Richter Plc.), by the date of the year 2008 AGM, either in circulation on or outside the stock exchange, the aggregated nominal value of which shall not exceed 10% of the registered capital of the Company (that is 1,863,748 shares) and at a purchase price which shall not be higher than +10% of the trading price at the stock exchange.

The purchase of its own shares shall serve the following purposes:

- the facilitation of the realization of Richter's strategic objectives, thus particularly the

- use of its own shares as means of payment in acquisition transactions
- the assurance of shares required for the incentive systems for Richter's share-based employees and executive employees,

The quantity (number) of shares that may be acquired based on the authorization: the nominal value of shares acquired by the company together with own shares in its possession may not exceed ten percent of the registered capital at any time.

Resolution of the AGM No.: 11/2007. 04. 25.

The AGM **has approved the conversion of the preference shares** set forth in Annex 1. (altogether: shares) which are held by private persons, with regard to the fact that they have paid HUF 2000/share to the Company as the difference in value after conversion, they have deposited the preference shares and in addition they have undertaken to compensate the Company for any taxes, duties, incidental fees, expenses and other financial burdens of this type in connection with this, **upon request to dematerialised registered common shares**. The Board of Directors shall take all measures to have the converted preference shares credited to the owners' securities account as common shares and shall tend to the technical aspects of the conversion. As of April 25, 2007 the shareholder's rights - except the right to the dividends declared for 2006 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. The AGM does not pass a separate resolution rejecting the conversion request of those preference shareholders who have withdrawn their request or who have failed to pay the difference in value, as the AGM decides on the mandatory conversion of all remaining preference shares as a separate item on the agenda anyway.

Resolution of the AGM No.: 12/2007. 04. 25.

Based on section 7.13.2 of the Statutes, the **preference shareholders present have approved** in a separate resolution the **conversion** of remaining preference shares to **dematerialized registered common shares** (altogether: ... shares) by prescribing the payment of HUF 2000/share to the Company as the difference in value after conversion and the handing over of preference shares in addition to an undertaking to compensate the Company for any taxes, duties, incidental fees, expenses and other financial burdens of this type or in connection with this, arising in connection with the conversion to common shares. The preference shareholders instruct the Board of Directors to take all measures to have the converted preference shares credited to the owners' securities account as common shares and to tend to the technical aspects of the conversion.

During the making of the resolution, the provisions in respect of the exclusion of the voting rights attached to preference shares – not including the exclusion of the voting rights connected to own shares acquired by the Company – shall not be applied.

Resolution of the AGM No.: 13/2007. 04. 25.

The AGM has **approved the conversion** of the remaining preference shares (altogether: ... **shares**) to **dematerialized registered common shares** by prescribing the payment of HUF 2000/share to the Company as the difference in value after conversion and the handing over of the preference shares in addition to an undertaking to compensate the Company for any taxes, duties, incidental fees, expenses and other financial burdens of this type or in connection with this, arising in connection with the conversion to common shares. The preference shareholders instruct the Board of Directors to take all measures to have the converted preference shares credited to the owners' securities account as common shares and to tend to the technical aspects of the conversion.

Resolution of the AGM No.: 14/2007. 04. 25.

The AGM **has approved** - as a result of the conversion made according to the resolutions of the AGM under No.: 11/2007. 04. 26. and No. 13/2007.04.25 - 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.

Resolution of the AGM No.: 15/2007. 04. 25.

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

Resolution of the AGM No.: 16/2007. 04. 25.

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.

Resolution of the AGM No.: 17/2007. 04. 25.

The AGM **has approved the re-election of dr. György Bíró, dr. Jenő Koltay, Christopher W. Long and István Somkuti** as Members of the Board of Directors for a period of 3 years expiring on April 30, 2010.

Resolution of the AGM No.: 18/2007. 04. 25.

The AGM **has approved** the honoraria for the members of the Company's Board of Directors for 2007 effective as of January 1, 2007 according to the following:

President of the Board of Directors	HUF 580,000/month
Members of the Board of Directors	HUF 480,000/month

Resolution of the AGM No.: 19/2007. 04. 25.

The AGM **has approved** the shareholder motion of Pioneer Befektetési Alapkezelő Zrt. (Pioneer Investment Fund Manager Co. Ltd.) according to which the president and members of the Board of Directors shall receive the following reward for their annual activities:

President of the Board of Directors: HUF 550,000
Members of the Board of Directors: HUF 450,000/member

Resolution of the AGM No.: 20/2007. 04. 25.

The AGM **has approved** the honoraria for the members of the Company's Supervisory Board in regard to the 2007 business year as of January 1, 2007 as follows:

Chairman of the Supervisory Board: 420,000 HUF/month
Members of the Supervisory Board: 340,000 HUF/month/member

Resolution of the AGM No.: 21/2007. 04. 25.

The AGM, **has approved the election of dr. Tamás Chikán, József Erős and dr. Mrs. Jánoki dr. Mária Balogh** as members of the Supervisory Board as Members of the Audit Board for a period of 2 years expiring on the date of the 2009 Annual General Meeting.

Resolution of the AGM No.: 22/2007. 04. 25.

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: Tamás Horváth, registration no.: 003449) as the Company's statutory **auditor** for a period of one year expiring on April 30, 2008, but not later than the approval of the 2007 consolidated report.

Resolution of the AGM No.: 23/2007. 04. 25.

The AGM **has approved** the honoraria amounting to HUF 25,5 million + VAT for Deloitte Ltd. for its performance as auditor of the Company in 2007. The honoraria includes the fee for the auditing of the non-consolidated 2007 annual report in accordance with both the Hungarian accounting act and IFRS accounting principles, the fee for the auditor's report relating to the 2007 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, 2007 in accordance with the Hungarian accounting act, and the reviewing of the quarterly reports prepared for the Hungarian Stock Exchange.

The above Resolutions have been duly approved by the AGM of Chemical Works of Gedeon Richter Plc. held on April 25, 2007.

Dr. András Szecskay
Chairman of the AGM

Mrs. József Figuly
Keeper of the Minutes

Mr. László Godó
Confirmer Shareholder

Countersigned by: