

**CHEMICAL WORKS OF GEDEON RICHTER PLC.**  
passed by the April 28, 2009 Annual General Meeting

**RESOLUTIONS**

**Resolution of the AGM No.: 1/2009. 04. 28.**

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:   | 6,467,123 |         |
| Voted in favour of the draft of the resolution:                     | 6,466,432 |         |
| Voted against the draft of the resolution:                          | 0         |         |
| Abstention from the voting:   | 691       |         |
| The proportion of the “yes” votes compared with all the votes cast: |           | 99.99 % |

**Resolution of the AGM No.: 2/2009. 04. 28.**

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:   | 6,467,123 |       |
| Voted in favour of the draft of the resolution:                     | 6,467,047 |       |
| Voted against the draft of the resolution:                          | 30        |       |
| Abstention from the voting:   | 46        |       |
| The proportion of the “yes” votes compared with all the votes cast: |           | 100 % |

**Resolution of the AGM No.: 3/2009. 04. 28.**

The AGM has appointed dr. András Szecskay to chair the Annual General Meeting held on April 28, 2009, 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.

|   |           |       |
|---|-----------|-------|
| Number of votes cast:   | 6,467,142 |       |
| Voted in favour of the draft of the resolution:                     | 6,467,112 |       |
| Voted against the draft of the resolution:                          | 0         |       |
| Abstention from the voting:   | 30        |       |
| The proportion of the “yes” votes compared with all the votes cast: |           | 100 % |

**Resolution of the AGM No.: 4/2009. 04. 28.**

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 2008 business year.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,467,183 |         |
| Voted in favour of the draft of the resolution:                     | 6,458,623 |         |
| Voted against the draft of the resolution:                          | 0         |         |
| Abstention from the voting:   | 8,560     |         |
| The proportion of the "yes" votes compared with all the votes cast: | 0         | 99,87 % |

#### **Resolution of the AGM No.: 5/2009. 04. 28.**

The AGM **has approved** the payment of **HUF 10,977,666,850 as a dividend** (which is equal to 59 % of the face value of the common shares, that is HUF 590 per share) **relating to the common shares** from the 2008 after-tax profit of the Company amounting to **HUF 43,737,377,548**. 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, 2009. The payment of the dividends shall commence on June 15, 2009. The detailed rules of the dividends payments shall be set out and published by May 26, 2009 by the Board of Directors.

|   |           |       |
|---|-----------|-------|
| Number of votes cast:   | 6,467,153 |       |
| Voted in favour of the draft of the resolution:                     | 6,467,063 |       |
| Voted against the draft of the resolution:                          | 90        |       |
| Abstention from the voting:   | 0         |       |
| The proportion of the "yes" votes compared with all the votes cast: |           | 100 % |

#### **Resolution of the AGM No.: 6/2009. 04. 28.**

The AGM **has approved** that the amount of **HUF 32,759,710,698** - which amount remained from the **HUF 43,737,377,548** after-tax profit of the Company for the business year 2008, after the payment of the dividends relating to the common shares - shall be deposited into the accumulated profit reserves of the Company.

|   |           |       |
|---|-----------|-------|
| Number of votes cast:   | 6,458,653 |       |
| Voted in favour of the draft of the resolution:                     | 6,458,555 |       |
| Voted against the draft of the resolution:                          | 60        |       |
| Abstention from the voting:   | 38        |       |
| The proportion of the "yes" votes compared with all the votes cast: |           | 100 % |

#### **Resolution of the AGM No.: 7/2009. 04. 28.**

The AGM has accepted and **has approved** the 2008 Annual Report of the Company, including the audited 2008 balance sheet with a total of **HUF 360,743 million** and **HUF 43,737 million** as the after-tax profit, prepared and audited in accordance with Hungarian accounting principles by Deloitte Ltd. (Tamás Horváth, auditor).

|   |           |       |
|---|-----------|-------|
| Number of votes cast:   | 6,458,683 |       |
| Voted in favour of the draft of the resolution:                     | 6,458,637 |       |
| Voted against the draft of the resolution:                          | 0         |       |
| Abstention from the voting:   | 46        |       |
| The proportion of the "yes" votes compared with all the votes cast: |           | 100 % |

#### **Resolution of the AGM No.: 8/2009. 04. 28.**

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 including the report of the Audit Committee - **has acknowledged and approved** the consolidated Report of the Board of Directors regarding the operation and business activities of the Richter Group in the 2008 business year prepared in accordance with international accounting standards, with a balance sheet total of **HUF 384,133 million** and **HUF 41,577 million** as the after-tax profit.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,630 |         |
| Voted in favour of the draft of the resolution:                     | 6,229,923 |         |
| Voted against the draft of the resolution:                          | 69,700    |         |
| Abstention from the voting:   | 159,007   |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 96.46 % |

#### **Resolution of the AGM No.: 9/2009. 04. 28.**

The AGM - taking into account the approval by the Supervisory Board - **has acknowledged and approved** the Corporate Governance Report of the Company as proposed by the Board of Directors of the Company.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,457,939 |         |
| Voted in favour of the draft of the resolution:                     | 6,388,127 |         |
| Voted against the draft of the resolution:                          | 30        |         |
| Abstention from the voting:   | 69,782    |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 98.92 % |

#### **Resolution of the AGM No.: 10/2009. 04. 28.**

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 2010 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.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,630 |         |
| Voted in favour of the draft of the resolution:                     | 6,439,183 |         |
| Voted against the draft of the resolution:                          | 3,357     |         |
| Abstention from the voting:   | 16,090    |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 99.70 % |

#### **Resolution of the AGM No.: 11/2009. 04. 28.**

The AGM **has approved** the amendment of the Statutes concerning the modifications of the scope of activities according to Annex 1 Section 1 of the Minutes of the AGM, as well as the consolidated version of the Company's Statutes including such modification.

|   |           |
|---|-----------|
| Number of votes cast:   | 5,236,778 |
| Voted in favour of the draft of the resolution:                     | 4,921,708 |
| Voted against the draft of the resolution:                          | 278,138   |
| Abstention from the voting:   | 36,932    |
| The proportion of the "yes" votes compared with all the votes cast: | 93.98 %   |

#### **Resolution of the AGM No.: 12/2009. 04. 28.**

The AGM **has approved** the amendment of the Statutes concerning the exercise of employment rights according to Annex 1 Section 2 of the Minutes of the AGM, as well as the consolidated version of the Company's Statutes including such modification.

|   |           |
|---|-----------|
| Number of votes cast:   | 6,458,577 |
| Voted in favour of the draft of the resolution:                     | 6,145,228 |
| Voted against the draft of the resolution:                          | 276,350   |
| Abstention from the voting:   | 36,999    |
| The proportion of the "yes" votes compared with all the votes cast: | 95.15 %   |

#### **Resolution of the AGM No.: 13/2009. 04. 28.**

The AGM **has approved** the amendment of the Statutes implementing the application of the modified terminology of the Capital Market Act and the Companies Act according to Annex 1 Section 3 of the Minutes of the AGM, as well as the consolidated version of the Company's Statutes including such modification.

|   |           |
|---|-----------|
| Number of votes cast:   | 6,458,407 |
| Voted in favour of the draft of the resolution:                     | 6,145,200 |
| Voted against the draft of the resolution:                          | 276,350   |
| Abstention from the voting:   | 36,857    |
| The proportion of the "yes" votes compared with all the votes cast: | 95.15 %   |

#### **Resolution of the AGM No.: 14/2009. 04. 28.**

The AGM **has approved** the amendment of the Statutes to delete from the general meeting's exclusive competence the acceptance of public purchase offers relating to treasury shares according to Annex 1 Section 4 of the Minutes of the AGM, as well as the consolidated version of the Company's Statutes including such modification.

|   |           |
|---|-----------|
| Number of votes cast:   | 6,458,630 |
| Voted in favour of the draft of the resolution:                     | 4,936,498 |
| Voted against the draft of the resolution:                          | 1,366,729 |
| Abstention from the voting:   | 155,403   |
| The proportion of the "yes" votes compared with all the votes cast: | 76.43 %   |

#### **Resolution of the AGM No.: 15/2009. 04. 28.**

The AGM **has approved** the amendment of the Statutes to delete the automatic termination of the voting restriction according to Annex 1 Section 5 of the Minutes of the AGM, as well as the consolidated version of the Company's Statutes including such modification.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,457,891 |         |
| Voted in favour of the draft of the resolution:                     | 4,936,229 |         |
| Voted against the draft of the resolution:                          | 1,366,681 |         |
| Abstention from the voting:   | 154,981   |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 76.44 % |

### **Resolution of the AGM No.: 16/2009. 04. 28.**

The AGM **has approved** the amendment of the Statutes to delete from the general meeting's exclusive competence the decision concerning measures disturbing public purchase offers according to Annex 1 Section 6 of the Minutes of the AGM, as well as the consolidated version of the Company's Statutes including such modification.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,552 |         |
| Voted in favour of the draft of the resolution:                     | 4,936,420 |         |
| Voted against the draft of the resolution:                          | 1,366,681 |         |
| Abstention from the voting:   | 155,451   |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 76.43 % |

### **Resolution of the AGM No.: 16/A/2009. 04. 28.**

The AGM **has not approved** that the expectations of Sec. 35 (2) of Act IV of 2006 on Business Associations – according which Supervisory Board may request information from the executive officers and from the executive employees of the Company, and it shall be provided in the manner and within the time limit specified in the Statutes – got incorporated into the Company's Statutes, and the consolidated version of the Statutes including this amendment.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,630 |         |
| Voted in favour of the draft of the resolution:                     | 3,154,416 |         |
| Voted against the draft of the resolution:                          | 4,744     |         |
| Abstention from the voting:   | 3,299,470 |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 48.84 % |

### **Resolution of the AGM No.: 17/2009. 04. 28.**

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

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 5,577,337 |         |
| Voted in favour of the draft of the resolution:                     | 4,934,917 |         |
| Voted against the draft of the resolution:                          | 486,987   |         |
| Abstention from the voting:   | 155,433   |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 88.48 % |

### **Resolution of the AGM No.: 18/2009. 04. 28.**

The AGM **has approved** the unchanged honoraria for the members of the Company's Board of Directors for 2009 effective as of January 1, 2009 according to the following:

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

|   |           |
|---|-----------|
| Number of votes cast:   | 6,458,600 |
| Voted in favour of the draft of the resolution:                     | 6,442,534 |
| Voted against the draft of the resolution:                          | 36        |
| Abstention from the voting:   | 16,030    |
| The proportion of the "yes" votes compared with all the votes cast: | 99.75 %   |

#### **Resolution of the AGM No.: 19/2009. 04. 28.**

The AGM has approved the re-election of **Dr. Attila Chikán** as Member of the Supervisory Board for a period of 3 years expiring on April 30, 2012, and granted its consent according to Sec. 36 (3) Act IV of 2006 on Business Associations based on Sec. 25 (1) of Act IV of 2006 on Business Associations.

|   |           |
|---|-----------|
| Number of votes cast:   | 6,433,060 |
| Voted in favour of the draft of the resolution:                     | 6,416,456 |
| Voted against the draft of the resolution:                          | 146       |
| Abstention from the voting:   | 16,458    |
| The proportion of the "yes" votes compared with all the votes cast: | 99.74 %   |

#### **Resolution of the AGM No.: 20/2009. 04. 28.**

The AGM has approved the re-election of **József Erős** as Member of the Supervisory Board for a period of 3 years expiring on April 30, 2012.

|   |           |
|---|-----------|
| Number of votes cast:   | 6,458,600 |
| Voted in favour of the draft of the resolution:                     | 6,442,173 |
| Voted against the draft of the resolution:                          | 133       |
| Abstention from the voting:   | 16,294    |
| The proportion of the "yes" votes compared with all the votes cast: | 99.75 %   |

#### **Resolution of the AGM No.: 21/2009. 04. 28.**

The AGM has approved the re-election of **dr. Jánokiné dr. Mária Balogh** as Member of the Supervisory Board for a period of 3 years expiring on April 30, 2012.

|   |           |
|---|-----------|
| Number of votes cast:   | 6,458,582 |
| Voted in favour of the draft of the resolution:                     | 6,442,234 |
| Voted against the draft of the resolution:                          | 60        |
| Abstention from the voting:   | 16,288    |
| The proportion of the "yes" votes compared with all the votes cast: | 99.75 %   |

#### **Resolution of the AGM No.: 22/2009. 04. 28.**

The AGM has approved the re-election of **dr. Gábor Simon Kis** as Member of the Supervisory Board for a period of 3 years expiring on April 30, 2012.

|   |           |
|---|-----------|
| Number of votes cast:   | 6,457,921 |
| Voted in favour of the draft of the resolution:                     | 6,441,502 |
| Voted against the draft of the resolution:                          | 60        |
| Abstention from the voting:   | 16,359    |
| The proportion of the "yes" votes compared with all the votes cast: | 99.75 %   |

#### **Resolution of the AGM No.: 23/2009. 04. 28.**

The AGM has approved the re-election of **András Sugár S.** as Member of the Supervisory Board for a period of 3 years expiring on April 30, 2012.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,433,042 |         |
| Voted in favour of the draft of the resolution:                     | 6,415,977 |         |
| Voted against the draft of the resolution:                          | 759       |         |
| Abstention from the voting:   | 16,306    |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 99.73 % |

#### **Resolution of the AGM No.: 24/2009. 04. 28.**

The AGM has approved the re-election of **Gábor Tóth** as Member of the Supervisory Board appointed by the Company's employees for a period of 3 years expiring on April 30, 2012.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,612 |         |
| Voted in favour of the draft of the resolution:                     | 6,442,539 |         |
| Voted against the draft of the resolution:                          | 73        |         |
| Abstention from the voting:   | 16,000    |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 99.75 % |

#### **Resolution of the AGM No.: 25/2009. 04. 28.**

The AGM has approved the re-election of **Jenő Fodor** as Member of the Supervisory Board appointed by the Company's employees for a period of 3 years expiring on April 30, 2012.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,552 |         |
| Voted in favour of the draft of the resolution:                     | 6,441,717 |         |
| Voted against the draft of the resolution:                          | 782       |         |
| Abstention from the voting:   | 16,053    |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 99.74 % |

#### **Resolution of the AGM No.: 26/2009. 04. 28.**

The AGM has approved the election of **András Balaskó** as Member of the Supervisory Board appointed by the Company's employees for a period of 3 years expiring on April 30, 2012.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,600 |         |
| Voted in favour of the draft of the resolution:                     | 6,441,799 |         |
| Voted against the draft of the resolution:                          | 741       |         |
| Abstention from the voting:   | 16,060    |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 99.74 % |

#### **Resolution of the AGM No.: 27/2009. 04. 28.**

The AGM has approved the re-election of Supervisory Board members **dr. Attila Chikán, József Erős** and **dr. Jánokiné dr. Mária Balogh** as Members of the Audit Committee for a period of 3 years expiring on April 30, 2012.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,630 |         |
| Voted in favour of the draft of the resolution:                     | 6,441,838 |         |
| Voted against the draft of the resolution:                          | 774       |         |
| Abstention from the voting:   | 16,018    |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 99.74 % |

#### **Resolution of the AGM No.: 28/2009. 04. 28.**

The AGM **has approved** the unchanged honoraria for the members of the Company's Supervisory Board in regard to the 2009 business year as of January 1, 2009 as follows:

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

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,630 |         |
| Voted in favour of the draft of the resolution:                     | 6,442,532 |         |
| Voted against the draft of the resolution:                          | 38        |         |
| Abstention from the voting:   | 16,060    |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 99.75 % |

#### **Resolution of the AGM No.: 29/2009. 04. 28.**

The AGM **has approved** the Rules of Procedure of the Supervisory Board according to Annex 3 attached to the Minutes of the AGM.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,630 |         |
| Voted in favour of the draft of the resolution:                     | 6,420,993 |         |
| Voted against the draft of the resolution:                          | 769       |         |
| Abstention from the voting:   | 36,868    |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 99.42 % |

#### **Resolution of the AGM No.: 30/2009. 04. 28.**

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, 2010, but not later than the approval of the 2009 consolidated report.

|   |           |       |
|---|-----------|-------|
| Number of votes cast:   | 6,458,630 |       |
| Voted in favour of the draft of the resolution:                     | 6,458,518 |       |
| Voted against the draft of the resolution:                          | 53        |       |
| Abstention from the voting:   | 59        |       |
| The proportion of the "yes" votes compared with all the votes cast: |           | 100 % |

#### **Resolution of the AGM No.: 31/2009. 04. 28.**

The AGM **has approved** the honoraria amounting to **HUF 22,5 million + VAT** for Deloitte Ltd. for its performance as auditor of the Company in 2009. The honoraria includes the fee for the auditing of the non-consolidated 2009 annual report in accordance with both the Hungarian accounting act and IFRS accounting principles, the fee for the auditor's report relating to the 2009 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 August 31, 2009 in accordance with the Hungarian accounting act, and the reviewing of the quarterly reports prepared for the Hungarian Stock Exchange.

|   |           |         |
|---|-----------|---------|
| Number of votes cast:   | 6,458,630 |         |
| Voted in favour of the draft of the resolution:                     | 6,442,424 |         |
| Voted against the draft of the resolution:                          | 143       |         |
| Abstention from the voting:   | 16,063    |         |
| The proportion of the "yes" votes compared with all the votes cast: |           | 99.75 % |

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**Chemical Works of Gedeon Richter Plc.**