

**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 Tuesday, April 28, 2009 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 2008 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 Board including the report of the Audit Committee
4. Resolution on the determination and allocation of the 2008 after-tax profit of the Company, declaration of dividends for the 2008 business year on the common shares
5. Approval of the 2008 Annual Report of the Company prepared in accordance with the Accounting Act, including the 2008 Balance Sheet
6. Report on the 2008 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 Board including the report of the Audit Committee on the Consolidated Report
9. Approval of the 2008 Consolidated Report
10. Corporate Governance Report
11. Authorization to the Board of Directors for the purchase of own shares of the Company
12. Amendments to the Company's Statutes
13. Approval of the consolidated text of the Company's Statutes (including amendments)
14. Resolution on the remuneration of the members of the Board of Directors
15. Election of members of the Supervisory Committee and the members of the Audit Committee
16. Resolution on the remuneration of the members of the Supervisory Board
17. Approval of Rules of Procedure of the Supervisory Board
18. Election of the Company's statutory auditor
19. Resolution on the remuneration of the Company's statutory auditor
20. 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.

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 27, 2009, 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, 2009.)**

The GDR shareholders shall be entitled to instruct the Bank of New York as Depository 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 Depository will not issue voting proxies after **April 21, 2009**. 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.

**In lack of a quorum, the date of the reconvened AGM held at the same location shall be April 28, 2009 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 from **April 3, 2009** on the websites of both the Budapest Stock Exchange and the Company, as well as at the Company's Shareholders' Relations Department on business days, between 8.00 a.m. and 4.00 p.m.

The Board of Directors proposes the determination and distribution of dividends from the 2008 annual profit on common shares equal to 59 % of their nominal value, this is 590 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 currently effective Statutes as approved by the AGM held on April 25, 2007 shall be applicable to the general meeting convened by this notification.**

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