

**CHEMICAL WORKS OF GEDEON RICHTER PLC.**  
passed by the April 28, 2010 Annual General Meeting

**RESOLUTIONS**

**Resolution of the AGM No.: 1/2010. 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:	6,846,571	
Voted in favour of the draft of the resolution:	6,846,554	
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.: 2/2010. 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:	6,846,571	
Voted in favour of the draft of the resolution:	6,797,888	
Voted against the draft of the resolution:	23	
Abstention from the voting:	48,643	
The proportion of the “yes” votes compared with all the votes cast:		99.29%

**Resolution of the AGM No.: 3/2010. 04. 28.**

The AGM has appointed dr. András Szecskay to chair the Annual General Meeting held on April 28, 2010, Mrs. József Figuly to be the keeper of the minutes, Mr. András Radó, an individual shareholder, to confirm the minutes of the meeting, and Mr. Róbert Rohály, to be the chairman of the vote counting committee.

Number of votes cast:	6,846,571	
Voted in favour of the draft of the resolution:	6,408,435	
Voted against the draft of the resolution:	29	
Abstention from the voting:	438,090	
The proportion of the “yes” votes compared with all the votes cast:		93.60 %

**Resolution of the AGM No.: 4/2010. 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 which including the report of the Audit Committee as well - **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 2009 business year.

Number of votes cast:	6,846,571	
Voted in favour of the draft of the resolution:	6,353,589	
Voted against the draft of the resolution:	0	
Abstention from the voting:	492,965	
The proportion of the "yes" votes compared with all the votes cast:		92.80%

#### **Resolution of the AGM No.: 5/2010. 04. 28.**

The AGM **has approved** the payment of **HUF 14,328,156,150 as a dividend** (which is equal to 77 % of the face value of the common shares, that is HUF 770 per share) **relating to the common shares** from the 2009 after-tax profit of the Company amounting to **HUF 57,324,528,072**. 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, 2010. The payment of the dividends shall commence on June 15, 2010. The detailed rules of the dividends payments shall be set out and published by May 20, 2010 by the Board of Directors.

Number of votes cast:	6,846,571	
Voted in favour of the draft of the resolution:	6,846,514	
Voted against the draft of the resolution:	29	
Abstention from the voting:	0	
The proportion of the "yes" votes compared with all the votes cast:		100%

#### **Resolution of the AGM No.: 6/2010. 04. 28.**

The AGM **has approved** that the amount of **HUF 42,996,371,922** - which amount remained from the **HUF 57,324,528,072** after-tax profit of the Company for the business year 2009, 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:	6,846,571	
Voted in favour of the draft of the resolution:	5,310,095	
Voted against the draft of the resolution:	0	
Abstention from the voting:	1,536,459	
The proportion of the "yes" votes compared with all the votes cast:		77.56%

#### **Resolution of the AGM No.: 7/2010. 04. 28.**

The AGM has accepted and **has approved** the 2009 Annual Report of the Company, including the audited 2009 balance sheet with a total of **HUF 411,670 million** and **HUF 57,325 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:	6,846,571	
Voted in favour of the draft of the resolution:	6,763,112	
Voted against the draft of the resolution:	0	
Abstention from the voting:	48,680	
The proportion of the "yes" votes compared with all the votes cast:		98.78%

### **Resolution of the AGM No.: 8/2010. 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 2009 business year prepared in accordance with international accounting standards, with a balance sheet total of **HUF 429,970 million** and **HUF 50,953 million** as the profit for the year.

Number of votes cast:	6,846,571	
Voted in favour of the draft of the resolution:	6,270,249	
Voted against the draft of the resolution:	0	
Abstention from the voting:	541,585	
The proportion of the "yes" votes compared with all the votes cast:		91.58%

### **Resolution of the AGM No.: 9/2010. 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:	6,846,571	
Voted in favour of the draft of the resolution:	6,811,620	
Voted against the draft of the resolution:	0	
Abstention from the voting:	160	
The proportion of the "yes" votes compared with all the votes cast:		99.49%

### **Resolution of the AGM No.: 10/2010. 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 2011 AGM, either in circulation on or outside the stock exchange, the aggregated nominal value of which shall not exceed 10% of the then prevailing 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:	6,846,532	
Voted in favour of the draft of the resolution:	6,811,772	
Voted against the draft of the resolution:	29	
Abstention from the voting:	0	
The proportion of the "yes" votes compared with all the votes cast:		99.49%

### **Resolution of the AGM No.: 11/2010. 04. 28.**

The AGM **has approved** the amendment of the Statutes concerning the modifications of the scope of activities (Section 5) 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:	6,846,532	
Voted in favour of the draft of the resolution:	6,250,223	
Voted against the draft of the resolution:	493,424	
Abstention from the voting:	68,154	
The proportion of the "yes" votes compared with all the votes cast:		91.29 %

### **Resolution of the AGM No.: 12/2010. 04. 28.**

The AGM **has approved** the amendment of the Statutes concerning the latest date of the annual general meeting (Section 11.2) 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:	6,846,532	
Voted in favour of the draft of the resolution:	6,171,696	
Voted against the draft of the resolution:	571,428	
Abstention from the voting:	68,654	
The proportion of the "yes" votes compared with all the votes cast:		90.14%

### **Resolution of the AGM No.: 13/2010. 04. 28.**

The AGM **has approved** the amendment of the Statutes concerning the content of the announcement convening the general meeting (Section 11.5.2) 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:	6,846,532	
Voted in favour of the draft of the resolution:	6,162,187	
Voted against the draft of the resolution:	571,495	
Abstention from the voting:	78,119	
The proportion of the "yes" votes compared with all the votes cast:		90.00%

### **Resolution of the AGM No.: 14/2010. 04. 28.**

The AGM **has approved** the amendment of the Statutes concerning the right to supplement the agenda of the general meeting (Section 11.5.3) 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:	6,846,532	
Voted in favour of the draft of the resolution:	6,250,129	
Voted against the draft of the resolution:	493,491	
Abstention from the voting:	68,181	
The proportion of the "yes" votes compared with all the votes cast:		91.29 %

### **Resolution of the AGM No.: 15/2010. 04. 28.**

The AGM **has approved** the amendment of the Statutes concerning the disclosure of information before the general meeting (Section 11.6) 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:	6,846,532	
Voted in favour of the draft of the resolution:	6,201,614	
Voted against the draft of the resolution:	542,044	
Abstention from the voting:	68,154	
The proportion of the "yes" votes compared with all the votes cast:		90.58%

### **Resolution of the AGM No.: 16/2010. 04. 28.**

The AGM **has approved** the amendment of the Statutes concerning the representation on the general meeting (Section 13.4) 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:	6,846,532	
Voted in favour of the draft of the resolution:	6,250,089	
Voted against the draft of the resolution:	493,447	
Abstention from the voting:	68,234	
The proportion of the "yes" votes compared with all the votes cast:		91.29%

### **Resolution of the AGM No.: 17/2010. 04. 28.**

The AGM **has approved** the amendment of the Statutes concerning the Board of Directors' right to increase the Company's capital (Section 20.3) according to Annex 1 Section 7 of the Minutes of the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,237,738	
Voted against the draft of the resolution:	505,360	
Abstention from the voting:	68,152	
The proportion of the "yes" votes compared with all the votes cast:		91.11 %

### **Resolution of the AGM No.: 18/2010. 04. 28.**

The AGM **has approved the re-election of Mr. Christopher William Long** as Member of the Board of Directors for a period of 3 years expiring on April 30, 2013.

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,806,412	
Voted against the draft of the resolution:	77	
Abstention from the voting:	5,281	
The proportion of the "yes" votes compared with all the votes cast:		99.41%

### **Resolution of the AGM No.: 19/2010. 04. 28.**

The AGM **has approved the re-election of Dr. Jenő Koltay** as Member of the Board of Directors for a period of 3 years expiring on April 30, 2013.

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,811,692	
Voted against the draft of the resolution:	29	
Abstention from the voting:	20	
The proportion of the "yes" votes compared with all the votes cast:		99.49%

#### **Resolution of the AGM No.: 20/2010. 04. 28.**

The AGM **has approved the re-election of Mr. István Somkuti** as Member of the Board of Directors for a period of 3 years expiring on April 30, 2013.

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,811,621	
Voted against the draft of the resolution:	83	
Abstention from the voting:	66	
The proportion of the "yes" votes compared with all the votes cast:		99.49 %

#### **Resolution of the AGM No.: 21/2010. 04. 28.**

The AGM **has approved the election of Dr. Gábor Gulácsi** as Member of the Board of Directors for a period of 3 years expiring on April 30, 2013.

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,811,727	
Voted against the draft of the resolution:	0	
Abstention from the voting:	20	
The proportion of the "yes" votes compared with all the votes cast:		99.49%

#### **Resolution of the AGM No.: 22/2010. 04. 28.**

The AGM **has approved the election of Mr. Csaba Lantos** as Member of the Board of Directors for a period of 3 years expiring on April 30, 2013.

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,811,692	
Voted against the draft of the resolution:	46	
Abstention from the voting:	0	
The proportion of the "yes" votes compared with all the votes cast:		99.49%

#### **Resolution of the AGM No.: 23/2010. 04. 28.**

The AGM **has approved** the honoraria for the members of the Company's Board of Directors for 2010 effective as of January 1, 2010 according to the following:

President of the Board of Directors	HUF 600,000/month
Members of the Board of Directors	HUF 500,000/month

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,295,890	
Voted against the draft of the resolution:	515,863	
Abstention from the voting:	0	
The proportion of the "yes" votes compared with all the votes cast:		91.96%

### **Resolution of the AGM No.: 24/2010. 04. 28.**

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 580,000

Members of the Board of Directors: HUF 480,000/member

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,264,410	
Voted against the draft of the resolution:	517,289	
Abstention from the voting:	15,888	
The proportion of the "yes" votes compared with all the votes cast:		91.50 %

### **Resolution of the AGM No.: 25/2010. 04. 28.**

The AGM **has approved** the honoraria for the members of the Company's Supervisory Board in regard to the 2010 business year as of January 1, 2010 as follows:

Chairman of the Supervisory Board: 440,000 HUF/month

Members of the Supervisory Board: 360,000 HUF/month/member

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,810,253	
Voted against the draft of the resolution:	1,376	
Abstention from the voting:	81	
The proportion of the "yes" votes compared with all the votes cast:		99.47 %

### **Resolution of the AGM No.: 26/2010. 04. 28.**

The AGM **has approved** the election of **PricewaterhouseCoopers Ltd.** (H-1077 Budapest, Wesselényi u. 16., registration no.: 001464, individual auditor in charge: Ms. Éva Barsi, registration no.: 002945) as the Company's statutory **auditor** for a period of one year expiring on April 30, 2011, but not later than the approval of the 2010 consolidated report.

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,811,676	
Voted against the draft of the resolution:	0	
Abstention from the voting:	105	
The proportion of the "yes" votes compared with all the votes cast:		99.49%

### **Resolution of the AGM No.: 27/2010. 04. 28.**

The AGM **has approved** the honoraria amounting to HUF 19 million + VAT for **PricewaterhouseCoopers Ltd.** for its performance as auditor of the Company in 2010. The honoraria includes the fee for the auditing of the non-consolidated 2010 annual report in accordance with both the Hungarian accounting act and IFRS accounting principles, the fee for the auditor's report relating to the 2010 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, 2010 in accordance with the

Hungarian accounting act, and the reviewing of the quarterly reports prepared for the Hungarian Stock Exchange.

Number of votes cast:	6,846,532	
Voted in favour of the draft of the resolution:	6,811,546	
Voted against the draft of the resolution:	167	
Abstention from the voting:	51	
The proportion of the "yes" votes compared with all the votes cast:		99.49%

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**Chemical Works of Gedeon Richter Plc.**