

CHEMICAL WORKS OF GEDEON RICHTER PLC.

(Reg. No.: Cg. 01-10-040944, headquarter at 1103 Budapest, Gyömrői út 19-21., Hungary)
(hereinafter the “Company”)

The Company’s Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting, passed the below resolutions on April 28, 2020

RESOLUTIONS

Resolution No. 1/2020. 04. 28. of the Board of Directors acting in the competence of the AGM (BoD Resolution no. 49/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting, **has approved the agenda of the meeting convened to this day with the same content as in the general meeting's invitation published¹ on March 27, 2020 regarding the Company's annual general meeting convoked for April 28, 2020.**

Voted in favour of the draft of the resolution:	10
The proportion of the “yes” votes compared with all the votes cast:	100%

Resolution No. 2/2020. 04. 28. of the Board of Directors acting in the competence of the AGM (BoD Resolution no. 50/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting, **has approved** that a sound recording and an audio-video recording recorded by the software enabling the videoconference shall be made of the proceedings of the meeting 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.

Voted in favour of the draft of the resolution:	10
The proportion of the “yes” votes compared with all the votes cast:	100%

¹ on the Company's website, the website of the Budapest Stock Exchange, on the website of the Central Bank of Hungary dedicated to disclosures, and in the Financial Times.

Resolution No. 3/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 51/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting has appointed dr. András Szecskay, attorney at law, legal advisor of the company to conduct the meeting held today, dr. Mária Wirth dr. Kővári-Takácsné to be the keeper of the minutes, dr. György Bagdy and dr. Gábor Gulácsi as members of the Board of Directors, to confirm the minutes of the meeting.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 4/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 52/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting - taking into account and accepting the Report submitted by PricewaterhouseCoopers Auditing Ltd., in its capacity as statutory auditor of the Company, and the Report submitted by the Supervisory Board - including the report of the Audit Board - **has approved** the consolidated Financial Statements regarding the operation and business activities of the Richter Group in the 2019 business year prepared in accordance with International Financial Reporting Standards, with a balance sheet total of **HUF 858,651 million** and **HUF 48,430 million** as the profit for the year.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 5/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 53/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting - taking into account and accepting the Report submitted by PricewaterhouseCoopers Auditing Ltd., in its capacity as statutory auditor of the Company, and the Report submitted by the Supervisory Board - including the report of the Audit Board as well - **has approved** the Report of the Board of Directors of the Company regarding the business activities (the management; the financial situation and the business policy) of the Company in the 2019 business year.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 6/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 54/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting has accepted and **has approved** the 2019 individual Financial Statements of the Company, including the audited 2019 balance sheet with a total of **HUF 801,020 million** and **HUF 50,400 million** as the after-tax profit, prepared and audited in accordance with International Financial Reporting Standards by PricewaterhouseCoopers Auditing Ltd.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 7/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 55/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting approved the rate of dividend relating to common shares payable after the result of business year 2019 in 25 % of the consolidated after tax profit attributable to the owners of the parent company, which is 63 HUF/share.

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has thus approved** the payment of **HUF 11,742 million as a dividend** (which is equal to 63% of the face value of the common shares, that is HUF 63 per share with a nominal value of HUF 100) **relating to the common shares**.

The Board of Directors shall pay the dividends proportionally with the number of shares to the common shareholders registered in the Share-Register on June 8, 2020, provided that the shareholders will not initiate the convocation of the AGM for the subsequent approval of the resolution on the annual report and the allocation of after-tax profits, pursuant to Section 9(6) of decree no. 102/2020 (IV.10.) of the Government of Hungary. The payment of the dividends shall commence on June 15, 2020. Dividends with respect to treasury shares shall be paid to shareholders entitled to dividends in proportion of the nominal value of their shares, pursuant to Section 7.11.1 of the Statutes. The detailed rules of the dividends payments shall be set out and published by May 14, 2020 by the Board of Directors.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 8/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 56/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting - 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.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 9/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 57/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the supplementation and amendment of Section 12.1 (g) of the Company's Statutes with the advisory voting on remuneration policy and remuneration report, according to the draft Statutes included in the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 10/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 58/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the supplementation and amendment of Section 14.4 (b) of the Company's Statutes (regulating the Board of Directors' competence) in connection with procedural rules of the Supervisory Board's prior review of motions of the Board of Directors, according to the draft Statutes included in the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 11/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 59/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the supplementation of Section 14.4 (h) of the Statutes (regulating the Board of Directors' competence) on the authorization of the Chief Executive Officer in connection with amending the Organizational and Operational Rules and Regulations, according to the draft Statutes included in the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 12/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 60/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the supplementation of Section 16.3 (b) of the Statutes (related to duties of the Supervisory Board) – which provides the possibility to omit another examination of the General Meeting proposals by the Supervisory Board in case the proposals examined by the Supervisory Board in advance are approved by the Board of Directors with unchanged content – according to the draft Statutes included in the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 13/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 61/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting has – in its advisory competence - approved the Remuneration Policy applicable from 2021, elaborated and proposed by the Board of Directors of the Company with respect to Act LXVII of 2019 on the Encouragement of Long-term Shareholder Engagement and Modification of Certain Acts with the Purpose of Legal Harmonization.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 14/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 62/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the Report of the Board of Directors on the treasury shares acquired by the Company based upon the authorization in AGM resolution No. 13/2019.04.24.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 15/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 63/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has authorized** the Board of Directors **of the Company** to purchase its own common shares (i.e. shares issued by Gedeon Richter Plc.) having the face value of HUF 100, by the date of the year 2021 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 maximum 18,637,486 registered common shares) and at a purchase price which shall deviate from the trading price at the stock exchange at maximum by +10% upwards and at maximum by –10% downwards. 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 Richter's share-based employee and executive incentive system.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 16/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 64/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the election of Dr. Péter Cserhádi** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2023.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 17/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 65/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the re-election of Erik Attila Bogsch** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2023.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 18/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 66/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the re-election of Gábor Orbán** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2023.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 19/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 67/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the re-election of Dr. Iona Hardy Dr. Pintérné** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2023.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 20/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 68/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the re-election**

of Prof. Dr. Elek Szilveszter Vizi as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2023.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 21/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 69/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the honoraria for the members of the Company's Board of Directors for year 2020 effective as of January 1, 2020 according to the following:

Chairman of the Board of Directors:	HUF 708,975/month
Members of the Board of Directors:	HUF 589,950/month/member

Voted in favour of the draft of the resolution:	9
The proportion of the "yes" votes compared with all the votes cast:	90%

Resolution No. 22/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 70/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the honoraria for the members of the Company's Supervisory Board for year 2020 effective as of January 1, 2020 according to the following:

Chairman of the Supervisory Board:	589,950 HUF/month
Members of the Supervisory Board:	424,350 HUF/month/member

Voted in favour of the draft of the resolution:	9
The proportion of the "yes" votes compared with all the votes cast:	90%

Resolution No. 23/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 71/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the election of **Deloitte Auditing and Consulting Ltd.** (H-1068 Budapest, Dózsa György út 84/C., Hungarian Chamber of Auditors registration no.: 000083) as the Company's statutory **auditor**

for a period of three years expiring on April 30, 2023, but not later than the approval of the 2022 consolidated report.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Resolution No. 24/2020. 04. 28. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. 72/2020 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the honoraria amounting to **HUF 27 million + VAT** for **Deloitte Auditing and Consulting Ltd.** for its performance as auditor of the Company in 2020. The honoraria includes the fee for the auditing of the 2020 consolidated annual report under IFRS, the fee for examining the consonance between the consolidated annual report and business report for 2020, the fee for the auditing of the 2020 non-consolidated annual report, the fee for examining the consonance between the non-consolidated annual report and business report for 2020, the fee for reviewing the quarterly reports serving the purpose to inform the investors and sent to the BSE (Budapest Stock Exchange) and the MNB (Central Bank of Hungary), and the fee for auditing the Company's consolidated interim financial statement which shall be completed on the accounting date of August 31, 2020.

Voted in favour of the draft of the resolution:	10
The proportion of the "yes" votes compared with all the votes cast:	100%

Chemical Works of Gedeon Richter Plc.