

***DRAFT !!!***

**CHEMICAL WORKS OF GEDEON RICHTER PLC.**

(Reg. No.: Cg. 01-10-040944, headquarter at 1103 Budapest, Gyömrői út 19-21., Hungary)  
(hereinafter the “Company”)  
passed by the April 25, 2018 Annual General Meeting

## **RESOLUTIONS**

### **Resolution of the AGM No.: 1/2018. 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.: 2/2018. 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.: 3/2018. 04. 25.**

The AGM has appointed Dr. András Szecskay to chair the Annual General Meeting held on April 25, 2018, Hedvig Nikovits to be the keeper of the minutes, András Radó, an individual shareholder, to confirm the minutes of the meeting, and Dr. Róbert Rohály, to be the chairman of and Mihályné Hegedűs and Nikolett Péczöli to be the members of the vote counting committee.

### **Resolution of the AGM No.: 4/2018. 04. 25.**

The AGM - 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 Annual Report regarding the operation and business activities of the Richter Group in the 2017 business year prepared in accordance with International Financial Reporting Standards, with a balance sheet total of **HUF 760,865 million** and **HUF 10,070 million** as the profit for the year.

### **Resolution of the AGM No.: 5/2018. 04. 25.**

The AGM - 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 2017 business year.

**Resolution of the AGM No.: 6/2018. 04. 25.**

The AGM has accepted and **has approved** the 2017 individual annual report of the Company, including the audited 2017 balance sheet with a total of **HUF 759,717 million** and **HUF 6,318 million** as the after-tax profit, prepared and audited in accordance with International Financial Reporting Standards by PricewaterhouseCoopers Auditing Ltd.

**Resolution of the AGM No.: 7/2018. 04. 25.**

The AGM **has approved** the payment of **HUF 12,673 million as a dividend** (which is equal to 68 % of the face value of the common shares, that is HUF 68 per shares with a nominal value of HUF 100) **relating to the common shares**. 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 4, 2018. The payment of the dividends shall commence on June 11, 2018. 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 11, 2018 by the Board of Directors.

**Resolution of the AGM No.: 8/2018. 04. 25.**

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.

**Resolution of the AGM No.: 9/2018. 04. 25.**

The AGM **has approved** the amendment of Section (2) of the Company's Statutes related to the change of street name of the former Medvefű Street Branch Office in Debrecen to Richter Gedeon Street, 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.

**Resolution of the AGM No.: 10/2018. 04. 25.**

The AGM **has approved** the amendment of Section 10., Title 15 and Sections 15.2-15.9 of the Company's Statutes in English regarding a more precise expression ("Chief Executive Officer") for the term "Managing Director", 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.

**Resolution of the AGM No.: 11/2018. 04. 25.**

The AGM **has approved** the amendment of Section 15.5 of the Statutes related to the rules on the order of exercising the employer's rights and the lapse of Annex (B) 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.

**Resolution of the AGM No.: 12/2018. 04. 25.**

The AGM **has authorized** the Company's Board of Directors for a period of five (5) years from April 25, 2018 to increase the Company's registered capital by a maximum of twenty-five percent (25%) thus to a maximum amount of HUF 23,296,857,500 that is, twenty-three billion two hundred ninety-six million eight hundred fifty-seven thousand five hundred Hungarian Forints and in connection with this authorization it **has approved** the amendment of Section 20.3 of the Statutes 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.

**Resolution of the AGM No.: 13/2018. 04. 25.**

The AGM **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. 17/2017.04.26.

**Resolution of the AGM No.: 14/2018. 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.) having the face value of HUF 100, by the date of the year 2019 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.

**Resolution of the AGM No.: 15/2018. 04. 25.**

The AGM **has approved the election of Anett Pandurics** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2021.

**Resolution of the AGM No.: 16/2018. 04. 25.**

The AGM **has approved the election of Bálint Szécsényi** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2021.

**Resolution of the AGM No.: 17/2018. 04. 25.**

The AGM **has approved the re-election of employee representative Mrs. Klára Csikós Kovácsné** as Member of the Supervisory Board appointed by the Company's employees for a period of 3 (three) years expiring on the AGM in 2021.

**Resolution of the AGM No.: 18/2018. 04. 25.**

The AGM **has approved the re-election of employee representative dr. Éva Kozsda Kovácsné** as Member of the Supervisory Board appointed by the Company's employees for a period of 3 (three) years expiring on the AGM in 2021.

**Resolution of the AGM No.: 19/2018. 04. 25.**

The AGM **has approved the re-election of Dr. Attila Chikán** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2021.

**Resolution of the AGM No.: 20/2018. 04. 25.**

The AGM **has approved the re-election of Prof. Dr. Jonathán Róbert Bedros** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2021.

**Resolution of the AGM No.: 21/2018. 04. 25.**

The AGM **has approved the re-election of Supervisory Board members Dr. Attila Chikán and Prof. Dr. Jonathán Róbert Bedros** as Members of the Audit Board for a period of 3 (three) years expiring on the AGM in 2021.

**Resolution of the AGM No.: 22/2018. 04. 25.**

The AGM **has approved the election of Dr. Zsolt Harmath** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2021.

**Resolution of the AGM No.: 23/2018. 04. 25.**

The AGM **has approved the election of Supervisory Board member Dr. Zsolt Harmath** as Member of the Audit Board for a period of 3 (three) years expiring on the AGM in 2021.

**Resolution of the AGM No.: 24/2018. 04. 25.**

The AGM **has approved** the unchanged honoraria for the members of the Company's Board of Directors for year 2018 effective as of January 1, 2018 according to the following:

Chairman of the Board of Directors:	HUF 650,000/month
Members of the Board of Directors:	HUF 540,800/month/member

**Resolution of the AGM No.: 25/2018. 04. 25.**

The AGM **has approved** the unchanged honoraria for the members of the Company's Supervisory Board for year 2018 effective as of January 1, 2018 according to the following:

Chairman of the Supervisory Board:	478,400 HUF/month
Members of the Supervisory Board:	390,000 HUF/month/member

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**Chemical Works of Gedeon Richter Plc.**