CHEMICAL WORKS OF GEDEON RICHTER PLC.

(Reg. No.: Cg. 01-10-040944, headquarter at 1103 Budapest, Győrői út 19-21., Hungary)

(hereinafter the “Company”)

passed by the April 24, 2014 Annual General Meeting

RESOLUTIONS

Resolution of the AGM No.: 1/2014. 04. 24.

The Annual General Meeting (“AGM”) has approved the use of a computerised voting machine for the official counting of the votes during the AGM.

Voted in favour of the draft of the resolution: 98,270,449
The proportion of the “yes” votes compared with all the votes cast: 99.99%

Resolution of the AGM No.: 2/2014. 04. 24.

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.

Voted in favour of the draft of the resolution: 98,375,918
The proportion of the “yes” votes compared with all the votes cast: 99.99%


The AGM has appointed dr. András Szecskay to chair the Annual General Meeting held on April 24, 2014, Mrs. Józsefné 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 and Mrs. Imréné Ferenczi and Ms. Nikolett Péczöli to be the members of the vote counting committee.

Voted in favour of the draft of the resolution: 98,367,969
The proportion of the “yes” votes compared with all the votes cast: 99.98%


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 acknowledged and approved the consolidated Report of the Board of Directors
regarding the operation and business activities of the Richter Group in the 2013 business year prepared in accordance with international accounting standards, with a balance sheet total of **HUF 716,467 million** and **HUF 42,431 million** as the profit for the year.

Voted in favour of the draft of the resolution: 97,879,981  
The proportion of the “yes” votes compared with all the votes cast: 99.49%


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 acknowledged and approved** the Report of the Board of Directors of the Company regarding the operation and business activities of the Company in the 2013 business year.

Voted in favour of the draft of the resolution: 97,880,275  
The proportion of the “yes” votes compared with all the votes cast: 99.49%


The AGM **has approved** the payment of **HUF 10,613,718,972** as a **dividend** (which is equal to 57 % of the face value of the common shares, that is HUF 57 per shares with a nominal value of HUF 100 ) **relating to the common shares** from the 2013 after-tax profit of the Company amounting to **HUF 46,685,847,786**. 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 06, 2014. The payment of the dividends shall commence on June 16, 2014. The detailed rules of the dividends payments shall be set out and published by May 16, 2014 by the Board of Directors.

Voted in favour of the draft of the resolution: 97,875,772  
The proportion of the “yes” votes compared with all the votes cast: 99.49%

Resolution of the AGM No.: 7/2014. 04. 24.

The AGM **has approved** that the amount of **HUF 36,072,128,814** - which amount remained from the **HUF 46,685,847,786** after-tax profit of the Company for the business year 2013, after the payment of the dividends relating to the common shares - shall be deposited into the accumulated profit reserves of the Company.

Voted in favour of the draft of the resolution: 97,876,371  
The proportion of the “yes” votes compared with all the votes cast: 99.48%

Resolution of the AGM No.: 8/2014. 04. 24.

The AGM has accepted and **has approved** the 2013 Annual Report of the Company, including the audited 2013 balance sheet with a total of **HUF 701,091 million** and **HUF 46,686 million** as the after-tax profit, prepared and audited in accordance with Hungarian
accounting principles by PricewaterhouseCoopers Auditing Ltd. (Éva Barsi, auditor).

Voted in favour of the draft of the resolution: 97,881,645
The proportion of the “yes” votes compared with all the votes cast: 99.49%

Resolution of the AGM No.: 9/2014. 04. 24.

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.

Voted in favour of the draft of the resolution: 97,616,311
The proportion of the “yes” votes compared with all the votes cast: 99.48%

Resolution of the AGM No.: 10/2014. 04. 24.

The AGM has approved that the Company shall continue its operation in accordance with the provisions of Act V of 2013 on the (new) Civil Code, and amend its Statutes for this purpose.

Voted in favour of the draft of the resolution: 97,608,077
The proportion of the “yes” votes compared with all the votes cast: 99.49%


The AGM has approved the amendment of the Statutes according to Annex 1 of the Minutes of 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: 97,605,629
The proportion of the “yes” votes compared with all the votes cast: 99.47%

Resolution of the AGM No.: 12/2014. 04. 24.

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 2015 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 and at a purchase price which shall not be higher than the trading price at the stock exchange plus 10%. 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.

Voted in favour of the draft of the resolution: 97,615,105
The proportion of the “yes” votes compared with all the votes cast: 99.48%
Resolution of the AGM No.: 13/2014. 04. 24.

The AGM has approved the re-election of William de Gelsey as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2017.

Voted in favour of the draft of the resolution: 97,597,819
The proportion of the “yes” votes compared with all the votes cast: 99.47%

Resolution of the AGM No.: 14/2014. 04. 24.

The AGM has approved the re-election of Erik Bogsch as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2017.

Voted in favour of the draft of the resolution: 97,435,499
The proportion of the “yes” votes compared with all the votes cast: 99.30%

Resolution of the AGM No.: 15/2014. 04. 24.

The AGM has approved the re-election of dr. László Kovács as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2017.

Voted in favour of the draft of the resolution: 97,604,452
The proportion of the “yes” votes compared with all the votes cast: 99.47%

Resolution of the AGM No.: 16/2014. 04. 24.

The AGM has approved the re-election of dr. Gábor Perjés as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2017.

Voted in favour of the draft of the resolution: 96,759,464
The proportion of the “yes” votes compared with all the votes cast: 98.61%

Resolution of the AGM No.: 17/2014. 04. 24.

The AGM has approved the re-election of Prof. Dr. E. Szilveszter Vizi as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2017.

Voted in favour of the draft of the resolution: 97,592,710
The proportion of the “yes” votes compared with all the votes cast: 99.46%

Resolution of the AGM No.: 18/2014. 04. 24.

The AGM has approved the election of János Csák as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2017.

Voted in favour of the draft of the resolution: 97,600,195
The proportion of the “yes” votes compared with all the votes cast: 99.47%
Resolution of the AGM No.: 19/2014. 04. 24.

The AGM has approved the election of dr. Kriszta Zolnay as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2017.

Voted in favour of the draft of the resolution: 97,603,423
The proportion of the “yes” votes compared with all the votes cast: 99.47%

Resolution of the AGM No.: 20/2014. 04. 24.

The AGM has approved the unchanged honoraria for the members of the Company’s Board of Directors for 2014 effective as of January 1, 2014 according to the following:

President of the Board of Directors: HUF 625,000/month
Members of the Board of Directors: HUF 520,000/month/member

Voted in favour of the draft of the resolution: 97,612,477
The proportion of the “yes” votes compared with all the votes cast: 99.48%

Resolution of the AGM No.: 21/2014. 04. 24.

The AGM has approved the unchanged honoraria for the members of the Company’s Supervisory Board in regard to the 2014 business year as of January 1, 2014 as follows:

Chairman of the Supervisory Board: 460,000 HUF/month
Members of the Supervisory Board: 375,000 HUF/month/member

Voted in favour of the draft of the resolution: 97,614,909
The proportion of the “yes” votes compared with all the votes cast: 99.48%

Resolution of the AGM No.: 22/2014. 04. 24.

The AGM has approved the election of PricewaterhouseCoopers Auditing Ltd. (H-1055 Budapest, Bajcsy-Zsilinszky út 78., Hungarian Chamber of Auditors registration no.: 001464, individual auditor in charge: Ms. Éva Barsi, Hungarian Chamber of Auditors registration no.: 002945) as the Company’s statutory auditor for a period of one year expiring on April 30, 2015, but not later than the approval of the 2014 consolidated report.

Voted in favour of the draft of the resolution: 97,505,765
The proportion of the “yes” votes compared with all the votes cast: 99.37%

Resolution of the AGM No.: 23/2014. 04. 24.

The AGM has approved the honoraria amounting to HUF 19 million + VAT for PricewaterhouseCoopers Auditing Ltd. for its performance as auditor of the Company in 2014. The honoraria includes the fee for the auditing of the non-consolidated 2014 annual report in accordance with the Hungarian Accounting Act, the fee for examining the consonance between the non-consolidated annual report and business report for 2014, the fee
for the auditor's report relating to the 2014 consolidated report and business 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, 2014 in accordance with the Hungarian Accounting Act, and the reviewing of the quarterly reports prepared for the Hungarian Stock Exchange.

Voted in favour of the draft of the resolution: 97,366,796
The proportion of the “yes” votes compared with all the votes cast: 99.23%

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Chemical Works of Gedeon Richter Plc.