

*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 28, 2015 Annual General Meeting

**RESOLUTIONS**

**Resolution of the AGM No.: 1/2015. 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.

**Resolution of the AGM No.: 2/2015. 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.

**Resolution of the AGM No.: 3/2015. 04. 28.**

The AGM has appointed Dr. András Szecskay to chair the Annual General Meeting held on April 28, 2015, Mrs. Józsefné Figuly to be the keeper of the minutes, Mr. András Radó, an individual shareholder, to confirm the minutes of the meeting, and Dr. Róbert Rohály, to be the chairman of and Mrs. Imréné Ferenczi and Ms. Nikolett Péczöli to be the members of the vote counting committee.

**Resolution of the AGM No.: 4/2015. 04. 28.**

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 2014 business year prepared in accordance with international accounting standards, with a balance sheet total of **HUF 720,057 million** and **HUF 25,034 million** as the profit for the year.

**Resolution of the AGM No.: 5/2015. 04. 28.**

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 2014 business year.

**Resolution of the AGM No.: 6/2015. 04. 28.**

The AGM **has approved** the payment of **HUF 6,150,370,380 as a dividend** (which is equal to 33 % of the face value of the common shares, that is HUF 33 per shares with a nominal value of HUF 100 ) **relating to the common shares** from the 2014 after-tax profit of the Company amounting to **HUF 19,107,715,292**. 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, 2015. The payment of the dividends shall commence on June 15, 2015. The detailed rules of the dividends payments shall be set out and published by May 15, 2015 by the Board of Directors.

**Resolution of the AGM No.: 7/2015. 04. 28.**

The AGM **has approved** that the amount of **HUF 12,957,344,912** - which amount remained from the **HUF 19,107,715,292** after-tax profit of the Company for the business year 2014, after the payment of the dividends relating to the common shares - shall be deposited into the accumulated profit reserves of the Company.

**Resolution of the AGM No.: 8/2015. 04. 28.**

The AGM has accepted and **has approved** the 2014 Annual Report of the Company, including the audited 2014 balance sheet with a total of **HUF 706,351 million** and **HUF 19,108 million** as the after-tax profit, prepared and audited in accordance with Hungarian accounting principles by PricewaterhouseCoopers Auditing Ltd. (Éva Barsi, auditor).

**Resolution of the AGM No.: 9/2015. 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.

**Resolution of the AGM No.: 10/2015. 04. 28.**

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.

**Resolution of the AGM No.: 11/2015. 04. 28.**

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.12/2014.04.24.

**Resolution of the AGM No.: 12/2015. 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.) having the face value of HUF 100, by the date of the year 2016 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 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 the incentive systems for Richter's share-based employees and executive employees.

**Resolution of the AGM No.: 13/2015. 04. 28.**

The AGM **has approved the re-election of dr. Attila Chikán** as Member of the Supervisory Board for a period of 3 years expiring on the AGM in 2018.

**Resolution of the AGM No.: 14/2015. 04. 28.**

The AGM **has approved the re-election of Mrs. Tamásné Méhész** as Member of the Supervisory Board for a period of 3 years expiring on the AGM in 2018.

**Resolution of the AGM No.: 15/2015. 04. 28.**

The AGM **has approved the re-election of dr. Jonathán Róbert Bedros** as Member of the Supervisory Board for a period of 3 years expiring on the AGM in 2018.

**Resolution of the AGM No.: 16/2015. 04. 28.**

The AGM **has approved the 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 years expiring on the AGM in 2018.

**Resolution of the AGM No.: 17/2015. 04. 28.**

The AGM **has approved the 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 years expiring on the AGM in 2018.

**Resolution of the AGM No.: 18/2015. 04. 28.**

The AGM **has approved the re-election** of Supervisory Board members **dr. Attila Chikán, Mrs. Tamásné Méhész, and dr. Jonathán Róbert Bedros** as Members of the Audit Board for a period of 3 years expiring on the AGM in 2018.

**Resolution of the AGM No.: 19/2015. 04. 28.**

The AGM **has approved** the unchanged honoraria for the members of the Company's Board of Directors for 2015 effective as of January 1, 2015 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

**Resolution of the AGM No.: 20/2015. 04. 28.**

The AGM **has approved** the unchanged honoraria for the members of the Company's Supervisory Board in regard to the 2015 business year as of January 1, 2015 as follows:

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

**Resolution of the AGM No.: 21/2015. 04. 28.**

The AGM **has approved** the Rules of Procedure of the Supervisory Board according to Annex 2 attached to the Minutes of the AGM.

**Resolution of the AGM No.: 22/2015. 04. 28.**

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. Szilvia Szabados, Hungarian Chamber of Auditors registration no.: 005314) as the Company's statutory **auditor** for a period of one year expiring on April 30, 2016, but not later than the approval of the 2015 consolidated report.

**Resolution of the AGM No.: 23/2015. 04. 28.**

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 2015. The honoraria includes the fee for the auditing of the 2015 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 2015, the fee for the auditing of the 2015 consolidated report and business report prepared in accordance with IFRS accounting principles, 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 interim financial statement which shall be completed on the accounting date of August 31, 2015 in accordance with the Hungarian Accounting Act.

---

**Chemical Works of Gedeon Richter Plc.**