

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 26, 2016 Annual General Meeting

RESOLUTIONS

Resolution of the AGM No.: 1/2016. 04. 26.

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: 76,878,318
The proportion of the “yes” votes compared with all the votes cast: 100%

Resolution of the AGM No.: 2/2016. 04. 26.

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: 78,142,727
The proportion of the “yes” votes compared with all the votes cast: 99.99%

Resolution of the AGM No.: 3/2016. 04. 26.

The AGM has appointed Dr. András Szecskay to chair the Annual General Meeting held on April 26, 2016, 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 Ferenci and Ms. Nikolett Péczöli to be the members of the vote counting committee.

Voted in favour of the draft of the resolution: 78,140,034
The proportion of the “yes” votes compared with all the votes cast: 99.99%

Resolution of the AGM No.: 4/2016. 04. 26.

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 2015 business year prepared in accordance with international accounting standards, with a balance sheet total of **HUF 749,194 million** and **HUF 54,545 million** as the profit for the year.

Voted in favour of the draft of the resolution: 78,142,313
 The proportion of the "yes" votes compared with all the votes cast: 99.99%

Resolution of the AGM No.: 5/2016. 04. 26.

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 2015 business year.

Voted in favour of the draft of the resolution: 78,141,484
 The proportion of the "yes" votes compared with all the votes cast: 99.99%

Resolution of the AGM No.: 6/2016. 04. 26.

The AGM **has approved** the payment of **HUF 13,418,989,920 as a dividend** (which is equal to 72 % of the face value of the common shares, that is HUF 72 per shares with a nominal value of HUF 100) **relating to the common shares** from the 2015 after-tax profit of the Company amounting to **HUF 61,480,216,710**. 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 6, 2016. The payment of the dividends shall commence on June 15, 2016. The detailed rules of the dividends payments shall be set out and published by May 12, 2016 by the Board of Directors.

Voted in favour of the draft of the resolution: 78,142,253
 The proportion of the "yes" votes compared with all the votes cast: 99.99%

Resolution of the AGM No.: 7/2016. 04. 26.

The AGM **has approved** that the amount of **HUF 48,061,226,790** - which amount remained from the **HUF 61,480,216,710** after-tax profit of the Company for the business year 2015, 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: 78,142,253
 The proportion of the "yes" votes compared with all the votes cast: 99.99%

Resolution of the AGM No.: 8/2016. 04. 26.

The AGM has accepted and **has approved** the 2015 Annual Report of the Company, including the audited 2015 balance sheet with a total of **HUF 737,067 million** and **HUF 61,480 million** as the after-tax profit, prepared and audited in accordance with Hungarian accounting principles by PricewaterhouseCoopers Auditing Ltd. (Szilvia Szabados, auditor).

Voted in favour of the draft of the resolution: 78,004,258
 The proportion of the "yes" votes compared with all the votes cast: 99.82%

Resolution of the AGM No.: 9/2016. 04. 26.

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: 77,371,677
The proportion of the "yes" votes compared with all the votes cast: 99.01%

Resolution of the AGM No.: 10/2016. 04. 26.

The AGM **has approved** the amendments of the Statutes concerning the conditions of paying interim dividend and the transition to IFRS based on technical requirements and changes in legal regulations (see Sections 11.2, 11.6, 12.1 (e), 16.3 (b), 16.14, 17.1, 17.3, 17.4, 18.2, 19.2, 19.4, 19.5, 20.2 of the Statutes) according to Section 1 of 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: 78,093,189
The proportion of the "yes" votes compared with all the votes cast: 99.93%

Resolution of the AGM No.: 11/2016. 04. 26.

The AGM **has approved** the amendment of the Statutes concerning the increase of the maximum term of the Company's statutory auditor's mandate to five (5) years (see Section 17.1. of the Statutes) according to Section 2 of 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: 76,338,293
The proportion of the "yes" votes compared with all the votes cast: 97.69%

Resolution of the AGM No.: 12/2016. 04. 26.

*"The AGM **has authorized** the Company's Board of Directors for a period of five (5) years from April 26, 2016 to increase the Company's registered capital by a maximum of twenty-five per cent (25%) per year. The largest amount by which the Board of Directors may increase the Company's registered capital within five years shall be HUF 38,239,604,000 that is, thirty-eight billion two hundred and thirty-nine million and six hundred and four thousand Hungarian Forints, thus the amount of the approved registered capital shall be HUF 56,877,090,000 that is, fifty-six billion eight hundred and seventy-seven million and ninety thousand Hungarian Forints. In connection with this authorization the AGM **has approved** the amendment of the Statutes (see Section 20.3 of the Statutes) according to Section 3 of 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: 57,125,130
The proportion of the "yes" votes compared with all the votes cast: 73.10%

The proportion of the yes votes has not reached the three quarter majority stipulated in the Statutes, therefore the resolution has not been passed.

Resolution of the AGM No.: 13/2016. 04. 26.

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. 12/2015.04.28.

Voted in favour of the draft of the resolution: 78,137,800
The proportion of the "yes" votes compared with all the votes cast: 99.99%

Resolution of the AGM No.: 14/2016. 04. 26.

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 2017 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 incentive systems for employees and executive employees.

Voted in favour of the draft of the resolution: 78,030,837
The proportion of the "yes" votes compared with all the votes cast: 99.85%

Resolution of the AGM No.: 15/2016. 04. 26.

The AGM **has approved the re-election of Dr. Gábor Gulácsi** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2019.

Voted in favour of the draft of the resolution: 77,909,306
The proportion of the "yes" votes compared with all the votes cast: 99.70%

Resolution of the AGM No.: 16/2016. 04. 26.

The AGM **has approved the re-election of Csaba Lantos** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2019.

Voted in favour of the draft of the resolution: 78,090,586
The proportion of the "yes" votes compared with all the votes cast: 99.93%

Resolution of the AGM No.: 17/2016. 04. 26.

The AGM **has approved the re-election of Christopher William Long** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2019.

Voted in favour of the draft of the resolution: 77,589,379
 The proportion of the "yes" votes compared with all the votes cast: 99.29%

Resolution of the AGM No.: 18/2016. 04. 26.

The AGM **has approved the election of dr. Norbert Szivek** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2019.

Voted in favour of the draft of the resolution: 76,279,767
 The proportion of the "yes" votes compared with all the votes cast: 97.62%

Resolution of the AGM No.: 19/2016. 04. 26.

The AGM **has approved** the unchanged honoraria for the members of the Company's Board of Directors for 2016 effective as of January 1, 2016 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: 77,373,600
 The proportion of the "yes" votes compared with all the votes cast: 99.01%

Resolution of the AGM No.: 20/2016. 04. 26.

The AGM **has approved** the shareholder motion of Pioneer Befektetési Alapkezelő Zrt. (Pioneer Fund Management Ltd.) according to which the president and members of the Board of Directors with respect to the outstanding results of the Company in 2015 shall receive the following reward, the sum of which equals to their honoraria for one month:

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

Voted in favour of the draft of the resolution: 74,492,348
 The proportion of the "yes" votes compared with all the votes cast: 95.33%

Resolution of the AGM No.: 21/2016. 04. 26.

The AGM **has approved** the unchanged honoraria for the members of the Company's Supervisory Board in regard to the 2016 business year as of January 1, 2016 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: 78,127,332
 The proportion of the "yes" votes compared with all the votes cast: 99.99%

Resolution of the AGM No.: 22/2016. 04. 26.

The AGM **has approved** the election of **PricewaterhouseCoopers Auditing Ltd.** (H-1055 Budapest, Bajcsy-Zsilinszky út 78., Hungarian Chamber of Auditors registration no.: 001464) as the Company's statutory **auditor** for a period of three years expiring on April 30, 2019, but not later than the approval of the 2018 consolidated report.

Voted in favour of the draft of the resolution: 76,749,304
 The proportion of the "yes" votes compared with all the votes cast: 98.21%

Resolution of the AGM No.: 23/2016. 04. 26.

The AGM **has approved** the honoraria amounting to **HUF 19 million/year + VAT** for **PricewaterhouseCoopers Auditing Ltd.** for its performance as auditor of the Company in 2016-2018. The honoraria includes the fee for the auditing of the 2016-2018 non-consolidated annual report, the fee for examining the consonance between the non-consolidated annual report and business report for 2016-2018, the fee for the auditing of the 2016-2018 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 non-consolidated interim financial statement which shall be completed on the accounting date of August 31, 2016-2018.

Voted in favour of the draft of the resolution: 74,948,191
 The proportion of the "yes" votes compared with all the votes cast: 95.91%

Chemical Works of Gedeon Richter Plc.