

## **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, 2017 Annual General Meeting

### **RESOLUTIONS**

#### **Resolution of the AGM No.: 1/2017. 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: 76,526,672  
The proportion of the “yes” votes compared with all the votes cast: 100%

#### **Resolution of the AGM No.: 2/2017. 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: 76,516,267  
The proportion of the “yes” votes compared with all the votes cast: 99.98%

#### **Resolution of the AGM No.: 3/2017. 04. 26.**

The AGM has appointed Dr. András Szecskay to chair the Annual General Meeting held on April 26, 2017, 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.

Voted in favour of the draft of the resolution: 76,529,311  
The proportion of the “yes” votes compared with all the votes cast: 100%

#### **Resolution of the AGM No.: 4/2017. 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 2016 business year prepared in accordance with International Financial Reporting Standards, with a balance sheet total of **HUF 813,877 million** and **HUF 67,023 million** as the profit for the year.

Voted in favour of the draft of the resolution: 76,522,026  
The proportion of the “yes” votes compared with all the votes cast: 100%

### **Resolution of the AGM No.: 5/2017. 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 2016 business year.

Voted in favour of the draft of the resolution: 76,530,326  
The proportion of the "yes" votes compared with all the votes cast: 100%

### **Resolution of the AGM No.: 6/2017. 04. 26.**

The AGM **has approved** the payment of **HUF 19,756 million as a dividend** (which is equal to 106% of the face value of the common shares, that is HUF 106 per shares with a nominal value of HUF 100) **relating to the common shares** from the 2016 after-tax profit of the Company amounting to **HUF 54,474 million**. 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 2, 2017. The payment of the dividends shall commence on June 12, 2017. 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 12, 2017 by the Board of Directors.

Voted in favour of the draft of the resolution: 76,521,690  
The proportion of the "yes" votes compared with all the votes cast: 100%

### **Resolution of the AGM No.: 7/2017. 04. 26.**

The AGM **has approved** that the amount of **HUF 34,718 million** - which amount remained from the **HUF 54,474 million** after-tax profit of the Company for the business year 2016, 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: 76,518,748  
The proportion of the "yes" votes compared with all the votes cast: 100%

### **Resolution of the AGM No.: 8/2017. 04. 26.**

The AGM has accepted and **has approved** the 2016 individual annual report of the Company, including the audited 2016 balance sheet with a total of **HUF 782,005 million** and **HUF 54,474 million** as the after-tax profit, prepared and audited in accordance with Hungarian accounting principles by PricewaterhouseCoopers Auditing Ltd..

Voted in favour of the draft of the resolution: 76,524,481  
The proportion of the "yes" votes compared with all the votes cast: 99.99%

### **Resolution of the AGM No.: 9/2017. 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: 75,391,065  
The proportion of the "yes" votes compared with all the votes cast: 98.90%

### **Resolution of the AGM No.: 10/2017. 04. 26.**

The AGM **has approved** the establishment of new branch offices at the addresses 4031 Debrecen, Kígyóhagyma u. 8.; 6720 Szeged, Eötvös u. 6.; and 7673 Kővágószőlős, 513/2 hrsz., respective amendment of Section (2) of the Statutes 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.

Voted in favour of the draft of the resolution: 76,225,904  
The proportion of the "yes" votes compared with all the votes cast: 100%

### **Resolution of the AGM No.: 11/2017. 04. 26.**

The AGM **has approved** the extension of the Company's scope of activities with *accounting, bookkeeping and auditing activities; tax consultancy* classified under NACE code 6920, respective amendment of Section (5) of the Statutes 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.

Voted in favour of the draft of the resolution: 76,215,870  
The proportion of the "yes" votes compared with all the votes cast: 100%

### **Resolution of the AGM No.: 12/2017. 04. 26.**

The AGM **has approved** the amendment of the Board of Director's competence in Section 14.4 (m) of the Statutes related to branch offices, business sites and activities 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.

Voted in favour of the draft of the resolution: 76,160,687  
The proportion of the "yes" votes compared with all the votes cast: 99.92%

### **Resolution of the AGM No.: 13/2017. 04. 26.**

The AGM **has approved** the amendment of Sections 16.13 and 16.14 of the Statutes concerning the Audit Board 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.

Voted in favour of the draft of the resolution: 76,215,462  
The proportion of the "yes" votes compared with all the votes cast: 100%

### **Resolution of the AGM No.: 14/2017. 04. 26.**

The AGM **has approved** the correction of Section 19.5 of the Statutes concerning the calculation of interim dividends according to Annex 1 Section 5 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: 76,227,289  
The proportion of the "yes" votes compared with all the votes cast: 100%

### **Resolution of the AGM No.: 15/2017. 04. 26.**

The AGM **has approved** the amendment of Section 15.5 of the Statutes concerning rules on the exercise of employer's rights and redrafted Annex (B) of the Statutes according to Annex 1 Section 6 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: 76,212,302  
The proportion of the "yes" votes compared with all the votes cast: 99.99%

### **Resolution of the AGM No.: 16/2017. 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. 14/2016.04.26.

Voted in favour of the draft of the resolution: 76,225,108  
The proportion of the "yes" votes compared with all the votes cast: 100%

### **Resolution of the AGM No.: 17/2017. 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 2018 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: 75,738,388  
The proportion of the "yes" votes compared with all the votes cast: 99.36%

**Resolution of the AGM No.: 18/2017. 04. 26.**

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 2020.

Voted in favour of the draft of the resolution: 75,659,422  
The proportion of the "yes" votes compared with all the votes cast: 99.27%

**Resolution of the AGM No.: 19/2017. 04. 26.**

The AGM **has approved the re-election of János Csák** as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2020.

Voted in favour of the draft of the resolution: 76,165,870  
The proportion of the "yes" votes compared with all the votes cast: 99.93%

**Resolution of the AGM No.: 20/2017. 04. 26.**

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 2020.

Voted in favour of the draft of the resolution: 75,928,463  
The proportion of the "yes" votes compared with all the votes cast: 99.62%

**Resolution of the AGM No.: 21/2017. 04. 26.**

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 2020.

Voted in favour of the draft of the resolution: 76,148,882  
The proportion of the "yes" votes compared with all the votes cast: 99.91%

**Resolution of the AGM No.: 22/2017. 04. 26.**

The AGM **has approved the re-election of Dr. Kriszta Zolnay** as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2020.

Voted in favour of the draft of the resolution: 75,940,535  
The proportion of the "yes" votes compared with all the votes cast: 99.65%

**Resolution of the AGM No.: 23/2017. 04. 26.**

The AGM **has approved the election of Dr. Ilona Hardy** as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2020.

Voted in favour of the draft of the resolution: 74,503,038  
The proportion of the "yes" votes compared with all the votes cast: 97.74%

**Resolution of the AGM No.: 24/2017. 04. 26.**

The AGM **has approved** the election of **Gábor Orbán** as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2020.

Voted in favour of the draft of the resolution: 75,461,422  
 The proportion of the "yes" votes compared with all the votes cast: 99.01%

**Resolution of the AGM No.: 25/2017. 04. 26.**

The AGM **has approved** the honoraria for the members of the Company's Board of Directors for 2017 effective as of January 1, 2017 according to the following:

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

Voted in favour of the draft of the resolution: 76,225,058  
 The proportion of the "yes" votes compared with all the votes cast: 100%

**Resolution of the AGM No.: 26/2017. 04. 26.**

The AGM **has approved** the honoraria for the members of the Company's Supervisory Board in regard to the 2017 business year as of January 1, 2017 as follows:

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

Voted in favour of the draft of the resolution: 76,226,958  
 The proportion of the "yes" votes compared with all the votes cast: 100%

**Resolution of the AGM No.: 27/2017. 04. 26.**

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

Voted in favour of the draft of the resolution: 76,221,932  
 The proportion of the "yes" votes compared with all the votes cast: 100%

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**Chemical Works of Gedeon Richter Plc.**