

**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 24, 2019 Annual General Meeting

## **RESOLUTIONS**

### **Resolution of the AGM No.: 1/2019. 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.

### **Resolution of the AGM No.: 2/2019. 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.

### **Resolution of the AGM No.: 3/2019. 04. 24.**

The AGM has appointed Dr. András Szecskay to chair the Annual General Meeting held on April 24, 2019, 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.: 4/2019. 04. 24.**

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 Financial Statements regarding the operation and business activities of the Richter Group in the 2018 business year prepared in accordance with International Financial Reporting Standards, with a balance sheet total of **HUF 797,883 million** and **HUF 36.193 million** as the profit for the year.

### **Resolution of the AGM No.: 5/2019. 04. 24.**

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 2018 business year.

**Resolution of the AGM No.: 6/2019. 04. 24.**

The AGM has accepted and **has approved** the 2018 individual Financial Statements of the Company, including the audited 2018 balance sheet with a total of **HUF 775,608 million** and **HUF 31,579 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.: 7/2019. 04. 24.**

The AGM approved the rate of dividend relating to common shares payable after the result of business year 2018 in 31.26 % of the consolidated after tax profit adjusted by the impairment loss of Esmya and attributable to the Owners of the parent company, which is 100 HUF/share.

The AGM **has thus approved** the payment of **HUF 18,637 million as a dividend** (which is equal to 100 % of the face value of the common shares, that is HUF 100 per share 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 20, 2019. The payment of the dividends shall commence on June 27, 2019. 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 24, 2019 by the Board of Directors.

**Resolution of the AGM No.: 8/2019. 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.

**Resolution of the AGM No.: 9/2019. 04. 24.**

The AGM **has approved** the amendment of Section (2) of the Company's Statutes related to the change of the address of the Branch Office in 7673 Kővágószőlős, 513/2 hrsz. to 7673 Kővágószőlős, 505/2 hrsz., according to the draft Statutes included in the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

**Resolution of the AGM No.: 10/2019. 04. 24.**

The AGM **has approved** the extension of the Company's scope of activities with *General medical practice activities* classified under NACE code 86.21, and *Specialist medical practice activities* classified under NACE code 86.22 and the respective amendment of Section (5) of the Statutes according to the draft Statutes included in the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

**Resolution of the AGM No.: 11/2019. 04. 24.**

The AGM **has approved** the amendment of Section 14.2 related to elected officers in the Board of Directors according to the draft Statutes included in the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

**Resolution of the AGM No.: 12/2019. 04. 24.**

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. 14/2018.04.25.

**Resolution of the AGM No.: 13/2019. 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.) having the face value of HUF 100, by the date of the year 2020 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.: 14/2019. 04. 24.**

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 2022.

**Resolution of the AGM No.: 15/2019. 04. 24.**

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 2022.

**Resolution of the AGM No.: 16/2019. 04. 24.**

The AGM **has approved the election of Dr. György Bagdy** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2022.

**Resolution of the AGM No.: 17/2019. 04. 24.**

The AGM **has approved** the honoraria for the members of the Company's Board of Directors for year 2019 effective as of January 1, 2019 according to the following:

Chairman of the Board of Directors:	HUF 685,000/month
Members of the Board of Directors:	HUF 570,000/month/member

**Resolution of the AGM No.: 18/2019. 04. 24.**

The AGM **has approved** the honoraria for the members of the Company's Supervisory Board for year 2019 effective as of January 1, 2019 according to the following:

Chairman of the Supervisory Board:	570,000 HUF/month
Members of the Supervisory Board:	410,000 HUF/month/member

**Resolution of the AGM No.: 19/2019. 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) as the Company's statutory **auditor** for a period of one year expiring on April 30, 2020, but not later than the approval of the 2019 consolidated report.

**Resolution of the AGM No.: 20/2019. 04. 24.**

The AGM **has approved** the honoraria amounting to **HUF 22 million + VAT** for **PricewaterhouseCoopers Auditing Ltd.** for its performance as auditor of the Company in 2019. The honoraria includes the fee for the auditing of the 2019 consolidated annual report under IFRS, the fee for examining the consonance between the consolidated annual report and

business report for 2019, the fee for the auditing of the 2019 non-consolidated annual report, the fee for examining the consonance between the non-consolidated annual report and business report for 2019, 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 consolidated interim financial statement which shall be completed on the accounting date of August 31, 2019.

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**Chemical Works of Gedeon Richter Plc.**