

DRAFT !!!

The General Meeting of the
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 the below resolutions on April 12, 2022

RESOLUTIONS

Resolution of the AGM No. 1/2022. 04. 12.

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. 2/2022. 04. 12.

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. 3/2022. 04. 12.

The AGM has appointed Dr. András Szecskay to chair the Annual General Meeting held on April 12, 2022, Fruzsina Izabella Benczik to be the keeper of the minutes, András Radó, an individual shareholder, to confirm the minutes of the meeting, and Edina Éva Kollet, to be the chairman of and Éva Forrás and Szabolcs Baranyai to be the members of the vote counting committee.

Resolution of the AGM No. 4/2022. 04. 12.

The AGM - taking into account and accepting the Report submitted by Deloitte Auditing and Consulting 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 2021 business year prepared in accordance with International Financial Reporting Standards, with a balance sheet total of **HUF 1,145,282 million** and **HUF 141,180 million** as the profit for the year.

Resolution of the AGM No. 5/2022. 04. 12.

The AGM - taking into account and accepting the Report submitted by Deloitte Auditing and Consulting 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 2021 business year.

Resolution of the AGM No. 6/2022. 04. 12.

The AGM has accepted and **has approved** the 2021 individual Financial Statements of the Company, including the audited 2021 balance sheet with a total of **HUF 1,046,876 million** and **HUF 141,163 million** as the after-tax profit, prepared and audited in accordance with International Financial Reporting Standards by Deloitte Auditing and Consulting Ltd.

Resolution of the AGM No. 7/2022. 04. 12.

The AGM approved the rate of dividend relating to common shares payable after the result of business year 2021 in **30%** of the consolidated after tax profit attributable to the owners of the parent company, which is **225 HUF/share**.

The AGM **has thus approved the payment of HUF 41,934 million as a dividend** (which is equal to 225% of the face value of the common shares, that is HUF 225 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 9th, 2022. The payment of the dividends shall commence on June 16th, 2022. 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 12th, 2022 by the Board of Directors.

Resolution of the AGM No. 8/2022. 04. 12.

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. 9/2022. 04. 12.

The AGM **has - in its advisory competence - approved** that the Remuneration Policy applicable from 2021 and approved by the Board of Directors acting in competence of the AGM by resolution No. 13/2020.04.15, elaborated and proposed by the Board of Directors with respect to Act LXVII of 2019 on the Encouragement of Long-term Shareholder Engagement and Modification of Certain Acts with the Purpose of Legal Harmonization, will be modified in accordance with the proposals for the AGM, and approved the Remuneration Policy consolidated with the amendments.

Resolution of the AGM No. 10/2022. 04. 12.

The AGM **has - in its advisory competence - approved** the Company's remuneration report on the year 2021 prepared by the Board of Directors pursuant to Act LXVII of 2019 on the Encouragement

of Long-term Shareholder Engagement and Modification of Certain Acts with the Purpose of Legal Harmonization as included in the proposals for the AGM.

Resolution of the AGM No. 11/2022. 04. 12.

The AGM **has approved** the completion of the third paragraph of Section 7.11.4 of the Statutes regarding shareholders' access to documentation, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No. 12/2022. 04. 12.

The AGM **has approved** the amendment of the Section 11.5.2 of the Statutes regarding the time of holding a general meeting reconvened because of insufficient quorum, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No. 13/2022. 04. 12.

The AGM **has approved** the amendment of the Section 11.6 of the Statutes in relation to the lapse of the requirement to publish the statement on remuneration, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No. 14/2022. 04. 12.

The AGM **has approved** the insertion to point (h) of Section 12.1 of the Statutes regarding the competence of the general meeting, based on the change in Section 3:227 of the Civil Code, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No. 15/2022. 04. 12.

The AGM **has approved** the supplementing of Section 14.6. of the Statutes regarding the decisive vote of the chairman of the Board of Directors in case of an equality of votes, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No. 16/2022. 04. 12.

The AGM **has approved**

- the insertion of Section 14.8 into the Statutes, on the definition and consequences of a conflict of interest affecting the members of the Board of Directors, and
- the amendment and supplementing of Section 16.1. of the Statutes with respect to excluding the membership of legal persons on the Supervisory Board and the definition

and consequences of a conflict of interest affecting the members of the Supervisory Board,
according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No. 17/2022. 04. 12.

The AGM **has approved** the amendment and supplementing of Section 16.7. of the Statutes, regarding the decisive vote of the chairman of the Supervisory Board in case of an equality of votes, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No. 18/2022. 04. 12.

The AGM **has approved** the amendment of the last paragraph of Section 20.2 of the Statutes, regarding the rules applicable in case of increasing the Company's registered capital by its assets in excess of registered capital, or a part thereof, based on the change in Section 3:300 of the Civil Code, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No. 19/2022. 04. 12.

The AGM **has approved** the Report of the Board of Directors on the treasury shares acquired by the Company based upon the authorization in resolution No. 11/2021.04.15. of the Board of Directors acting in the competence of the AGM.

Resolution of the AGM No. 20/2022. 04. 12.

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 2023 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. 21/2022. 04. 12.

The AGM **has approved the re-election of Mr. Lajos Csaba Lantos** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2025.

Resolution of the AGM No. 22/2022. 04. 12.

The AGM **has approved the election of Ms. Ilona Dávid** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2025.

Resolution of the AGM No. 23/2022. 04. 12.

The AGM **has approved the election of Mr. István Hamecz** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2025.

Resolution of the AGM No. 24/2022. 04. 12.

The AGM **has approved** the honoraria for the members of the Company's Board of Directors for year 2022 effective as of January 1, 2022 according to the following:

Chairman of the Board of Directors:	HUF 792,000/month
Members of the Board of Directors:	HUF 662,000/month/member

Resolution of the AGM No. 25/2022. 04. 12.

The AGM **has approved** the motion of Prof. Dr. Elek Szilveszter Vizi, chairman of the Corporate Governance and Nomination Committee according to which the chairman and members of the Board of Directors shall receive – with respect to the outstanding results of the Company in 2021 – the below premium, the amount of which equals their respective monthly honorarium, as follows:

Chairman of the Board of Directors:	HUF 730,000
Members of the Board of Directors:	HUF 610,000/member

Resolution of the AGM No. 26/2022. 04. 12.

The AGM **has approved** the honoraria for the members of the Company's Supervisory Board for year 2022 effective as of January 1, 2022 according to the following:

Chairman of the Supervisory Board:	662,000 HUF/month
Members of the Supervisory Board:	477,400 HUF/month/member

Resolution of the AGM No. 27/2022. 04. 12.

The AGM **has approved** the modified Rules of Procedure of the Supervisory Board according to the proposals for the AGM.

Resolution of the AGM No. 28/2022. 04. 12.

The AGM **has approved** the honoraria amounting to **HUF 32.3 million + VAT** for **Deloitte Auditing and Consulting Ltd.** for its performance as auditor of the Company in 2022. The honoraria includes the fee for the auditing of the 2022 consolidated annual report under IFRS, the fee for examining the consonance between the consolidated annual report and business report for 2022, the fee for the auditing of the 2022 non-consolidated annual report, the fee for examining the consonance between the non-consolidated annual report and business report for 2022, the auditing of the Company's remuneration report prepared on the year 2022 furthermore 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, 2022.

Chemical Works of Gedeon Richter Plc.

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