



GEDEON RICHTER

The Annual 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 25, 2023

## RESOLUTIONS

### Resolution of the AGM No. 1/2023. 04. 25.

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: 90,217,541  
The proportion of the “yes” votes compared with all the votes cast: 100%

### Resolution of the AGM No. 2/2023. 04. 25.

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: 96,209,900  
The proportion of the “yes” votes compared with all the votes cast: 99.91%

### Resolution of the AGM No. 3/2023. 04. 25.

The AGM has appointed Dr. András Szecskay to chair the Annual General Meeting held on April 25, 2023, Izabella Fruzsina 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 Annmária Éder and Eszter Ottmár to be the members of the vote counting committee.

Voted in favour of the draft of the resolution: 96,202,345  
The proportion of the “yes” votes compared with all the votes cast: 99.90%

### Resolution of the AGM No. 4/2023. 04. 25.

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 2022 business year prepared in accordance with International Financial Reporting Standards, with a **balance sheet total of HUF 1,340,289 million and HUF 157,255 million as the profit for the year.**

Voted in favour of the draft of the resolution: 95,783,549  
The proportion of the “yes” votes compared with all the votes cast: 99.47%

[Chemical Works of Gedeon Richter Plc.](#)

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EU Community VAT Identification No: HU 10484878 • Internet: [www.richter.hu](#)

### **Resolution of the AGM No. 5/2023. 04. 25.**

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 2022 business year.

Voted in favour of the draft of the resolution: 77,106,882  
The proportion of the "yes" votes compared with all the votes cast: 99.29%

### **Resolution of the AGM No. 6/2023. 04. 25.**

The AGM has accepted and **has approved** the 2022 individual Financial Statements of the Company, including the audited 2022 balance sheet with a total of **HUF 1,223,723 million** and **HUF 171,314 million** as the after-tax profit, prepared and audited in accordance with International Financial Reporting Standards by Deloitte Auditing and Consulting Ltd.

Voted in favour of the draft of the resolution: 96,059,102  
The proportion of the "yes" votes compared with all the votes cast: 99.43%

### **Resolution of the AGM No. 7/2023. 04. 25.**

The AGM approved the rate of dividend relating to common shares payable after the result of business year 2022 in **40%** of the consolidated after tax profit attributable to the owners of the parent company after impairment related adjustments, which is **390 HUF/share**, and means a 46.4% effective payment ratio in proportion to the consolidated after-tax profit.

The AGM **has thus approved the payment of HUF 72,686 million as a dividend** (which is equal to 390% of the face value of the common shares, that is HUF 390 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 8<sup>th</sup>, 2023. The payment of the dividends shall commence on June 15<sup>th</sup>, 2023. 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 11<sup>th</sup>, 2023 by the Board of Directors.

Voted in favour of the draft of the resolution: 74,539,338  
The proportion of the "yes" votes compared with all the votes cast: 77.15%

### ***Draft Resolution of the AGM No. 32/2023.04.25.***

*The General Meeting has decided thus that with respect to 2022 business year HUF 90,000,000,000 (that is ninety-billion Hungarian forints) shall be paid as dividend in year 2023.*

Voted in favour of the draft of the resolution: 23,947,551  
The proportion of the "yes" votes compared with all the votes cast: 24.80%

***The proportion of the yes votes has not reached the simple majority stipulated in the Statutes, therefore the draft resolution has not been passed.***

### **Resolution of the AGM No. 8/2023. 04. 25.**

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: 77,158,246  
The proportion of the “yes” votes compared with all the votes cast: 99.49%

### **Resolution of the AGM No. 9/2023. 04. 25.**

The AGM **has - in its advisory competence - approved the proposed amendments of the Remuneration Policy** applicable from 2021, 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, approved by the Board of Directors acting in competence of the AGM by resolution No. 13/2020.04.28, modified by resolution no. 9/2022.04.12 of the AGM in its advisory competence, **and approved the Remuneration Policy consolidated with the amendments.**

Voted in favour of the draft of the resolution: 67,748,818  
The proportion of the “yes” votes compared with all the votes cast: 70.13%

### **Resolution of the AGM No. 10/2023. 04. 25.**

The AGM **has - in its advisory competence - approved** the Company’s remuneration report on the year 2022 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.

Voted in favour of the draft of the resolution: 66,996,542  
The proportion of the “yes” votes compared with all the votes cast: 69.36%

### **Resolution of the AGM No. 11/2023. 04. 25.**

The AGM **has approved** the deletion of Section 7.12. of the Statutes regarding court review of resolutions, according to the proposals for 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: 96,322,821  
The proportion of the “yes” votes compared with all the votes cast: 99.71%

### **Resolution of the AGM No. 12/2023. 04. 25.**

The AGM **has approved** the amendment of Section 11.2. of the Statutes regarding the deadline of convening the annual general meeting (being four months from the end of the business year), according to the proposals for 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: 96,595,564  
The proportion of the “yes” votes compared with all the votes cast: 100%

### **Resolution of the AGM No. 13/2023. 04. 25.**

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. 20/2022.04.12. of the AGM.

Voted in favour of the draft of the resolution: 96,291,956  
The proportion of the “yes” votes compared with all the votes cast: 99.68%

### **Resolution of the AGM No. 14/2023. 04. 25.**

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 2024 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: 58,990,025  
The proportion of the “yes” votes compared with all the votes cast: 61.07%

### **Resolution of the AGM No. 15/2023. 04. 25.**

The AGM has approved the re-election of Erik Attila Bogsch as Member of the Board of Directors for a period of 5 (five) years expiring on the AGM in 2028.

Voted in favour of the draft of the resolution: 77,454,850  
The proportion of the “yes” votes compared with all the votes cast: 80.18%

### **Resolution of the AGM No. 16/2023. 04. 25.**

The AGM has approved the re-election of Gábor Orbán as Member of the Board of Directors for a period of 5 (five) years expiring on the AGM in 2028.

Voted in favour of the draft of the resolution: 96,558,346  
The proportion of the “yes” votes compared with all the votes cast: 100%

### **Resolution of the AGM No. 17/2023. 04. 25.**

The AGM has approved the re-election of Dr. Ilona Hardy dr. Pintérné as Member of the Board of Directors for a period of 4 (four) years expiring on the AGM in 2027.

Voted in favour of the draft of the resolution: 96,497,428  
The proportion of the “yes” votes compared with all the votes cast: 99.89%

#### **Resolution of the AGM No. 18/2023. 04. 25.**

The AGM has approved the re-election of **Dr. Elek Szilveszter Vizi** as Member of the Board of Directors for a period of 4 (four) years expiring on the AGM in 2027.

Voted in favour of the draft of the resolution: 96,421,516  
The proportion of the "yes" votes compared with all the votes cast: 99.85%

#### **Resolution of the AGM No. 19/2023. 04. 25.**

The AGM has approved the re-election of **Dr. Péter Cserhádi** as Member of the Board of Directors for a period of 4 (four) years expiring on the AGM in 2027.

Voted in favour of the draft of the resolution: 96,502,946  
The proportion of the "yes" votes compared with all the votes cast: 99.90%

#### **Resolution of the AGM No. 20/2023. 04. 25.**

The AGM has approved the election of **Gabriella Balogh** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2026.

Voted in favour of the draft of the resolution: 96,444,642  
The proportion of the "yes" votes compared with all the votes cast: 99.84%

#### **Resolution of the AGM No. 21/2023. 04. 25.**

The AGM has approved the election of **Balázs Szepesi** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2026.

Voted in favour of the draft of the resolution: 95,580,293  
The proportion of the "yes" votes compared with all the votes cast: 98.94%

#### **Resolution of the AGM No. 22/2023. 04. 25.**

The AGM has approved the election of **Lászlóné Németh** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2026.

Voted in favour of the draft of the resolution: 95,893,207  
The proportion of the "yes" votes compared with all the votes cast: 99.27%

#### **Resolution of the AGM No. 23/2023. 04. 25.**

The AGM has approved the election of employee representative **Ferenc Sallai** as Member of the Supervisory Board for a period of 1 (one) year expiring on the AGM in 2024.

Voted in favour of the draft of the resolution: 95,169,363  
The proportion of the "yes" votes compared with all the votes cast: 98.52%

### **Resolution of the AGM No. 24/2023. 04. 25.**

The AGM **has approved** the fixed honoraria for the members of the Company's Board of Directors for year 2023 effective as of January 1, 2023 according to the following:

Chairman of the Board of Directors:	HUF 945,000/month
Members of the Board of Directors:	HUF 790,000/month/member

Voted in favour of the draft of the resolution: 96,274,379  
The proportion of the "yes" votes compared with all the votes cast: 99.67%

### **Resolution of the AGM No. 25/2023. 04. 25.**

The AGM **has approved** a remuneration (meeting fee) for the members of subcommittees established by the Board of Directors of the Company based on meetings attended, set at the same level for each subcommittee meeting, but with an annually capped amount, for the year 2023, in addition to the fixed honoraria, as follows:

HUF 150,000 /subcommittee meeting  
maximum total HUF 900,000/subcommittee member payable in respect of 2023

Meeting fees for subcommittee members for 2023 will be calculated on the basis of the subcommittee statistics (*number of subcommittee meetings, names of subcommittee members present per meeting*) prepared by the Secretary of the Board of Directors for the year in question and paid in one lump sum by January 31 of the calendar year following the calendar year in question.

Voted in favour of the draft of the resolution: 96,023,687  
The proportion of the "yes" votes compared with all the votes cast: 99.94%

### **Resolution of the AGM No. 26/2023. 04. 25.**

The AGM **has approved** granting of a share remuneration to the non-operative members of the Board of Directors of the Company for the year 2023, linked to the Company's performance in 2023, as follows:

The so-called non-operative members of the Board of Directors who do not have any other legal relationship with the Company other than their membership on the Board of Directors shall receive a variable number of Richter common shares (hereinafter referred to as "share remuneration"), which shall be dependent on the financial performance of the Company. The share remuneration is paid subsequently, within 30 days of the annual general meeting closing the financial year in question, by crediting the shares to the securities account of the persons concerned. The annual share remuneration consists of two components and amounts to 1,500 shares per member. 50% of the remuneration is dependent on the annual growth of the sales revenue of the Pharmaceuticals Production in euros, and the other 50% is dependent on the annual growth of the results of operating activities before special items of the Pharmaceuticals Production (Pharmaceuticals Production OPBSI) in euros. For both remuneration components, the maximum remuneration of 750-750 shares is granted if the annual growth rate is equal to

or above 5%. If the 5% growth target in the respective component is not satisfied, the number of shares to which members are entitled is reduced by 150 shares per each 1 percentage point of shortfall (thus, if the Company does not achieve at least 1% annual growth in either performance target, no share remuneration is granted).

The share remuneration is a net benefit granted by the Company. The Company will ensure that the tax(es), contribution(s) and any other public charges payable by the non-operative members of the Board of Directors concerned in connection with the acquisition of the shares awarded are paid in accordance with the legislation effective at the time. The Company's coverage of the payment of taxes and contributions (in the form of a cash benefit) does not extend to the payment of any additional tax(es) or costs (e.g., dividend and profit tax) incurred by the non-operative members of the Board of Directors concerned arising upon exercising the rights attached to the shares granted or in connection with the disposal of the shares granted. Accordingly, the share remuneration as incentive includes an additional cash benefit to the non-operative members of the Board of Directors which equals the amount of the gross amount of the tax(s) and contribution(s) payable by the Board of Directors concerned in connection with the acquisition of the shares, based on the legislation effective at the time. The cash benefit related to the share remuneration is paid within 30 days of the annual general meeting closing the financial year in question.

Voted in favour of the draft of the resolution: 68,160,222  
The proportion of the "yes" votes compared with all the votes cast: 70.94%

#### **Resolution of the AGM No. 27/2022. 04. 25.**

The AGM **has approved** the fixed honoraria for the members of the Company's Supervisory Board for year 2023 effective as of January 1, 2023 according to the following:

Chairman of the Supervisory Board:	790,000 HUF/month
Members of the Supervisory Board:	570,000 HUF/month/member

Voted in favour of the draft of the resolution: 96,054,142  
The proportion of the "yes" votes compared with all the votes cast: 99.99%

#### **Resolution of the AGM No. 28/2023. 04. 25.**

The AGM **has approved** a remuneration (meeting fee) for the Chairman of the Supervisory Board of the Company based on meetings of the Board of Directors attended, set at the same level for each meeting of the Board of Directors, for the year 2023, in addition to the fixed honoraria, as follows:

HUF 300,000/ meeting of the Board of Directors

The meeting fee payable to the Chairman of the Supervisory Board in respect of 2023 shall be calculated on the basis of the Board statistics (*number of meetings of the Board of Directors attended by the Chairman of the Supervisory Board*) prepared by the Secretary of the Board of Directors for the year in question and be paid in one lump sum by January 31 of the calendar year following the calendar year in question.

Voted in favour of the draft of the resolution: 96,029,504  
The proportion of the "yes" votes compared with all the votes cast: 99.95%

### **Resolution of the AGM No. 29/2023. 04. 25.**

The AGM **has approved** a remuneration (meeting fee) for the members of the Audit Board of the Company based on meetings attended, set at the same level in each Audit Board meetings, but with an annually capped amount, for the year 2023, as follows:

HUF 150,000/Audit Board meeting  
maximum total 900,000 /Audit Board member payable in respect of 2023

The meeting fee payable to the members of the Audit Board in respect of 2023 shall be calculated on the basis of the Audit Board statistics (*number of Audit Board meetings, names and number of members of the Audit Board attending meetings*) prepared by the Secretary of the Board of Directors for the year in question and be paid in one lump sum by January 31 of the calendar year following the calendar year in question.

Voted in favour of the draft of the resolution: 96,038,122  
The proportion of the “yes” votes compared with all the votes cast: 99.96%

### **Resolution of the AGM No. 30/2023. 04. 25.**

The AGM **has approved** the election of **Deloitte Auditing and Consulting Ltd.** (H-1068 Budapest, Dózsa György út 84/C., Hungarian Chamber of Auditors registration no.: 000083) as the Company’s **statutory auditor** for a period of one year expiring on April 30, 2024, but not later than the approval of the 2023 consolidated financial statements.

Voted in favour of the draft of the resolution: 95,734,749  
The proportion of the “yes” votes compared with all the votes cast: 99.64%

### **Resolution of the AGM No. 31/2023. 04. 25.**

The AGM **has approved** the honoraria amounting to **HUF 48,500,000 + VAT** for **Deloitte Auditing and Consulting Ltd.** for its performance as auditor of the Company in 2023. The honoraria includes the fee for the auditing of the 2023 consolidated annual report under IFRS, the assessment of the consistency of the 2023 consolidated annual report with the consolidated business report and the so-called Business review for investor information, the fee for the auditing of the 2023 non-consolidated annual report, the fee for examining the consonance between the non-consolidated annual report and business report for 2023, the auditing of the Company’s remuneration report prepared on the year 2023, furthermore the fee for reviewing the quarterly reports serving the purpose to inform investors and sent to the BSE (Budapest Stock Exchange) and the MNB (Central Bank of Hungary), and the fee of auditing the Company’s consolidated interim financial statement which shall be completed on the accounting date of August 31, 2023. The statutory auditor will receive an additional fee of **EUR 15,000 + VAT** for auditing the ESEF tagging duties in respect of the 2023 consolidated annual report.

Voted in favour of the draft of the resolution: 95,696,118  
The proportion of the “yes” votes compared with all the votes cast: 99.61%

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**Chemical Works of Gedeon Richter Plc.**