



GEDEON RICHTER

GUIDELINE

ON THE INDEPENDENCE AND COMPOSITION OF THE BOARD OF DIRECTORS AND SUPERVISORY BOARD

OF THE CHEMICAL WORKS OF GEDEON RICHTER PLC.

Approved by: Board of the Chemical Works of Gedeon Richter Plc.

PREAMBLE

The purpose of this Guideline is to consolidate *the rules on the independence of the members of the Company's management and controlling bodies and the composition of these bodies. The aim is to ensure that* - in addition to the national and EU legal requirements applicable to the members the Company intends to nominate and beyond the Statute of the Company - the additional requirements to be also reflected, which are related to the Company's objectives, strategy and industrial nature.

EFFECT

The Board of Directors of the Company and the Corporate Governance and Nomination Committee consider the rules of the Civil Code, the Articles of Association and this Guideline in force at any given time together and in their entirety to be relevant for determining independence. The Guideline is not intended to repeat or supersede the provisions of the Act and Statutes, but rather to supplement them.

At each nomination and annually, the Board of Directors and the Corporate Governance and Nomination Committee shall review the personal and corporate compliance to the criteria set out in this Guideline, in addition to legislation and the Statute. The election of the members of the supervisory board and the board of directors is exclusive competence of the General Meeting.

The criteria for conflicts of interest and independence set out in this Guideline apply to non-executive members of the Board of Directors and Supervisory Board.

An executive member is a person who has an employment relationship with the Company or with a company that is a subsidiary of the Richter Group. Henceforth, the non-executive members of the Board of Directors and the Supervisory Board are collectively referred to as "non-executive members".

The provisions on professional diversification and gender balance (composition of the Board) are prescribed for the entire number of members of the Board of Directors of the Company and the Supervisory Board.

BASIC PRINCIPLES - COMPOSITION

The composition of the Board of Directors and Supervisory Boards shall ensure an adequate level of professionalism, an appropriate majority of independent members and to optimise the level of costs. The proportional headcount shall be determined in accordance with the Company's industrial enterprise, its organizational size, and the nature, volume and weight of the tasks falling within its competence.

The number of non-executive members shall be determined to ensure their opinions and decisions can materially influence the operation and supervision of the Company.

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The composition ensures the collective suitability of the body, **where the competence of the individual member is also an integral part of competence.** The primary principles on the composition of the board are independence, competent decision-making, professionalism and consideration of shareholder interests.

INDEPENDENCE

The Board of Directors and the Supervisory Board of the Company must have a majority of independent non-executive members at collegiate level in each body. In determining independence within the Supervisory Board, employees' delegates shall not be taken into account.

A non-operating member may not hold shares either in any other business entity with same main or ancillary activity or activities relevant to the Company (including, but not limited to, pharmaceutical wholesale, pharmaceutical research and development, manufacturing of pharmaceutical raw materials), with the exception of (exchange traded) shares in public limited company.

The non-executive member may not be executive member or member of the supervisory board in any other business organization performing the same main or otherwise relevant activity as the Company does, (including, but not limited to, pharmaceutical wholesale, pharmaceutical research and development, manufacturing of pharmaceutical raw materials).

Furthermore, the personal or business interests of the non-executive member or their close relatives conflict or may conflict with those of the Company or the Richter Group shall result conflict of interest.

The Company expects that members of the Board of Directors and members of the Supervisory Board to be politically neutral. Such members shall not hold any executive or leadership position in any governmental body or in any political party, and shall not engage in any political activity at the time of their nomination or throughout the entire term of their office. Furthermore, any individual who has held such a position shall not be eligible for nomination as a member of the Board of Directors or the Supervisory Board until a period of six (6) months has elapsed following the termination of such position ("cooling period").

A non-executive member of the Board of Directors and Supervisory Board may be re-elected twice and for a maximum term of 12 years (including previous such mandates), without compromising his or her independence. In the event of re-election for more than two occasions, the non-executive member concerned shall increase the proportion of non-independent members of the relevant body the term and the number of elections on the Board of Directors and Supervisory Board shall be calculated total by adding each term together.

ENSURING INDEPENDENCE AND AVOIDANCE OF CONFLICTS OF INTEREST

The Company shall assess independence and conflicts of interest at the time of nomination and at least once a year on the basis of declarations by non-executive members. In addition, non-executive members shall notify the Company in writing without delay, but no later than within fifteen (15) days, of any change in circumstances affecting independence or conflict of interest.

PROFESSIONAL DIVERSIFICATION

When nominating non-executive members, emphasis must be placed on the multi-diversity based decision-making, therefore the proportion of international and domestic professional knowledge is important. Pharmaceutical research, research and development, gynaecology, healthcare, financial and capital market and general managerial knowledge must be proportionally represented in the bodies.

Expertise in the sector in which the Company operates is expected at collegiate level. At least one member of the Audit Committee must be qualified as an accountant or auditor.

During the nomination/assessment process, the Company pays special attention to the good reputation of the non-executive candidate, his/her appropriate (professional) knowledge, skills and experience expected or necessary to perform the tasks related to the position. The Company duly consider the principles of good morals and ethic in when assessing integrity, freedom from influence and autonomy of the person and candidate's ability to devote an active and sufficient amount of time to the performance of the duties of the position (taking into account the level of activity required to perform the duties of the position in relation to other organisations and persons at the time of nomination).

UNDER-REPRESENTATION RATIO, GENDER COMPOSITION

The Company considers the principles and objectives set out in Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among directors of listed companies and related measures **during the appointment procedure, the Company's international presence/operation.**

PROCEDURE AND NOMINATION, TRANSPARENCY

The nomination of members to the Board of Directors and the Supervisory Board is the responsibility of the Corporate Governance and Nomination Committee the nominated member is approved by the Board of Directors and submitted to the General Meeting for decision. In all cases, the Board of Directors and the Corporate Governance and Nomination Committee shall examine the compliance with the criteria set out in this Guideline, both at the personal and corporate level, in addition to the legislation and the Statutes. The decision and the election on the members of the supervisory board and the board of directors are still the exclusive competence of the General Meeting.

The Company's assessment on independence of non-executive members of the Board of Directors and the Supervisory Board on the Company's website.

Furthermore, the Company publishes the CVs of its members of the Board of Directors and Supervisory Board, especially other memberships (if any) affecting the independence regulated in this Guideline in relation to non-executive members. The Company discloses any holdings/position of Gedeon Richter Plc. shares, other securities and transactions of non-executive members and persons closely associated with them¹ for a reference date based on the declarations of non-executive members.

The reference date of the declaration shall be 31st of December each year for non-executive members for new candidates, the reference date adheres to the rules governing the publication of information prior to the date of the General Meeting, and thereafter 31st of December, each year.

The Company shall report the compliance with the Guideline on yearly basis and publish on the Company's website.

Membership of the Board of Directors and Supervisory Board shall continue to be based primarily on ability, professional competence and merit.

The Guideline applies from January 15, 2025.

¹ As defined in Article 3 point 26 of the REGULATION (EU) No 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 16 April 2014 on market abuse (market abuse regulation 'MAR').