

The background is a solid blue color. There are two white curved lines: one in the top-left corner and one in the bottom-right corner, both curving towards the center.

REMUNERATION REPORT 2024



Annual Statement from the Chair of the Remuneration Committee

Opening statement:

The Remuneration Committee is committed to providing a comprehensive and transparent disclosure which sets out the key decisions that have been made during the year and how these align with the strategic priorities of Gedeon Richter and its shareholders.

Dear shareholder,

As Chair of the Gedeon Richter Remuneration Committee, on behalf of the Committee, I am pleased to present our report on Directors' Remuneration for the year ended 31 December 2024.

2024 AGM

The Committee was pleased that both the Remuneration Policy applicable for the years 2021-2024 and 2025-2028 and the Remuneration Report for the year 2023 were approved by shareholders at the 2024 Annual General Meeting. The Committee does however note that a portion of shareholders voted against these resolutions. As a result, the Committee has reflected on the AGM outcome and feedback provided by shareholders and considered how their concerns might be addressed going forwards.

Shareholders who had voted against our remuneration resolutions explained that they wanted more enhanced disclosure to be able to understand how remuneration was determined for each year. While the Committee understands that there are certain best practice requirements from shareholders and the proxy agencies, the Committee is clear that it must provide a remuneration structure that supports the business strategy and the ability to recruit, retain and incentivise the right talent to lead the business and maximise shareholder return. It was also clear to the Committee that some shareholders and the proxy agencies had not understood certain aspects of our policy and were supportive following a detailed explanation.

While the Committee is satisfied that overall shareholders were supportive of both our 2021-2024 and 2025 – 2028 policies, we have provided additional wording to our 2025-2028 Policy to ensure shareholders clearly understand each of the Policy elements of pay (where the wording was not clearly understood or where shareholders wanted further information).

To address the concerns of some shareholders about our 2023 remuneration disclosures, we have reviewed and significantly revised our approach to remuneration reporting to provide shareholders with clear and transparent reporting of the remuneration paid in 2024, including key decisions that have been made during the year and how remuneration aligns with the strategic priorities of Gedeon Richter and its shareholders. The Committee will continue to review and enhance its approach for future years.

BUSINESS PERFORMANCE

2024 was a very eventful year, we have made significant strides toward our long-term goals, reaching key milestones and achieving success across all our segments.

Over the past year, we have remained relentless, announcing numerous new partnerships, acquisitions, and product launches. The R&D collaboration with AbbVie in neuropsychiatry and the new Women's Health Research Centre in Belgium will enable us to continue to respond to unmet patient needs with innovative solutions. Major milestones in the development of three biosimilar products and the successful launch of new oral anticoagulants in several countries will contribute to making affordable medicines available to more patients worldwide.

All of our business units achieved double-digit growth in 2024. **CNS** revenues continued to grow at an outstanding pace, driven by the performance of Vraylar and Reagila. Our **WHC business unit** also continued to grow, though the pace moderated slightly in the fourth quarter due to delivery schedules. Western and Central Europe remains the best performing region, demonstrating the strength of our leading brands.

Our **Biotechnology business unit** also delivered a good revenue performance, with both our teriparatide and CDMO, contract manufacturing services achieving double-digit growth. **General Medicines** also reached the expected results, supported by successful product launches and favorable currency effects.

The Company achieved Pharmaceuticals segment sales of HUF 844.8 billion (13% increase compared to HUF 747.4 billion in 2023) , with Consolidated operating profit (EBIT) of HUF 261.2 billion, (37,9% increase compared to HUF 189.3 billion in 2023).

Committee Governance

The Committee is made up of following 3 independent members (Non-Executive Directors):

- Dr Anett Pandurics (Committee Chair)
- Dr Nándor Pál Ács
- Dr Péter Cserhádi

During the year the Committee met three times.

REMUNERATION PAYABLE IN RESPECT OF 2024

Executive Director remuneration

Base salary

The base salaries of the Executive Directors were increased by

- 0% regarding CEO, and
- 7,1% of salary from 01.03.2024 regarding Deputy CEO/CFO. This compared to an average wider workforce increase of 10,3%.

As detailed within the Remuneration Policy, Executive Directors will also receive a monthly honorarium of HUF 1,000,000 / month.

2024 Cash Bonus

The 2024 bonus for the Executive Directors was assessed against six measures which assessed annual operational, business and individual performance during the year. For 2024 the maximum bonus payable for the CEO was 110% of salary, and for the deputy CEO 55% of salary. The maximum payout rate of the bonus is 110%, payout above 100% of target is only possible if the company target goals are exceeded.

Based on the performance achieved during the year the outcome was 85,25% of target in case of the CEO and 110% of target in case of the Deputy CEO/ CFO. Full details of the performance assessment for the 2024 bonus can be found on pages 16 to 19. The Committee reviewed the appropriateness of this outcome against the performance achieved during the year and were comfortable that the payment was in all circumstances appropriate, no discretion should be applied to adjust the formulaic outcome.

2024 Annual Share remuneration and associated cash benefit

From 2024 our Executive Directors are participating in our annual share remuneration award. For our Executive Directors this program works alongside our annual cash bonus ensuring that part of their annual incentive remuneration is paid in shares and thereby aligning them to longer term performance and shareholder interests. The award is a maximum of 1,500 shares with the actual vesting amount determined by revenue and operating profit targets and subject to a two-year holding period. An associated element of the share remuneration is a cash benefit, which is the gross amount of taxes and contributions payable in connection with the shares awarded and which enables all shares to be retained (rather than some being sold to meet taxes payable). Both share remuneration and cash benefit is paid within 30 days of the Annual General Meeting closing the financial year in question.

Full details of the performance assessment for the 2024 Share remuneration can be found on page 23.

EPP vesting

Every year, the Company launches a new EPP Remuneration Program with a performance and vesting period of two years. The 6th Remuneration Program is applicable to the years 2023-2024 (to be paid in Q1 of 2025) and the 7th Remuneration Policy applicable to the years 2024-2025 (to be paid in Q1 of 2026). 50% of each award is determined by Corporate performance targets measured over two years and 50% is determined by individual strategic performance objectives. While the Committee notes that the two-year performance period of the EPP does not align to typical market practice of three-years, it considers that it is appropriate to align to business strategy.

Under this Remuneration Report, the remuneration specified as EPP remuneration is the sum total of the remunerations that were fully earned in 2024 under the 6th EPP Remuneration Program. Some of the performance period and individual objectives for the 7th EPP Remuneration Program have been met in 2024 but this award does not fully vest until the end of 2025 when the Corporate performance element is determined with payment in Q1 of 2026.

The maximum award value under the EPP was 120% of target regarding the CEO and 100% of target regarding Deputy CEO / CFO. Target award levels are 200% of salary for the CEO and 73% of salary for the Deputy CEO / CFO. In line with the Remuneration Policy the EPP is share-based with awards being settled in cash at the end of the vesting period.

Based on the performance achieved over the performance period the outcome was 108% of target for CEO and 100% of target for Deputy CEO / CFO. Full details of the performance assessment for the EPP can be found on pages 19 to 22.

The Committee reviewed the appropriateness of this outcome against the performance achieved during the year and were comfortable that no discretion should be applied to adjust the formulaic outcome.

Non-Executive Directors

Changes to 2023 made to remuneration paid to the **Board of Directors Non-Executive Directors**:

- The Lifetime Honorary Chairman of the Board of Directors is entitled to the following benefits. According to the Board of Directors' decision of 26. February 2024, in acknowledgement of Mr Erik Bogsch's commitment to the Company and his paramount contribution to the Company's achievements, the Board of Directors has decided to grant Mr Erik Bogsch the title of "Lifetime Honorary Chairman of Gedeon Richter Plc." and, in connection with this decision, on the basis of the written proposal of the Remuneration Committee, taking into account the exceptional circumstance serving the long-term interest of the Company that Mr. Erik Bogsch has made an unparalleled contribution to the Company's survival of the political changeover and its development as an independent Hungarian company into an undisputed market player in the international pharmaceutical industry; he has served the long-term market interests of the Company for 54 years; and his five decades of service are an example and inspiration to all employees and officers of the Company. In consideration of sections 9.1 to 9.2 of the effective Remuneration Policy approved by Resolution No. 9/2023.04.25. of the General Meeting of Shareholders on 25.04.2023, the Board of Directors has decided to grant Mr Erik Bogsch special benefits in recognition of his contribution to the Company, in connection with his position as Lifetime Honorary Chairman:
 - o One-time payable net amount in cash remuneration as life-work award. This award was not granted to Mr Erik Bogsch as his remuneration as Non-Executive Director, but as a lifetime-achievement award for recognition of long service and exceptional performance as Executive Director, at closing of this period
 - o The use of an appropriate office and secretariat provided and maintained by the Company at the Company's headquarters, Company-provided driver and Company-provided car.
 - o Reimbursement of expenses for professional trips.
 - o During his term of office as a member of the Board of Directors, a monthly honorarium and a monthly share remuneration equal to the monthly honorarium and share remuneration of the Chairman of the Board of Directors.

The share remuneration outcome for Non-Executive members of the Board of Directors was 100% of target.

No structural changes to 2023 were made to remuneration paid in 2024 to the **Supervisory Board members**.

REMUNERATION PAYABLE IN RESPECT OF 2025

As approved at the 2024 AGM, from 2025 the Committee will operate the 2025-28 Remuneration Policy. Details of the Policy are set out pages 8 to 12. There will be full disclosure of remuneration outcomes in the 2025 Remuneration Report.

Conclusion

The Committee remains open to feedback from our shareholders, and I invite you to reach out to me through our Company Secretary if there is anything you would like to discuss prior to our 2025 AGM.

The Committee has worked hard during 2024 to provide significantly enhanced remuneration reporting and clarity on our 2025 -2028 Remuneration Policy and remuneration paid in respect of 2024 and will continue to evolve its approach over the 2025-2028 Policy period. On behalf of the Committee thank you for reading this report and I look forward to receiving your support at the AGM on 29. April 2025 in relation to the pay-related Resolutions.



Dr Anett Pandurics

Chair of the Remuneration Committee

12. March 2025

Executive Director remuneration at a glance

Overview of remuneration during the year 2024

	CEO Member of the Board of Directors Gábor Orbán	Deputy CEO / CFO Member of the Board of Directors István Hamecz
Base Salary	HUF 65.639.997	HUF 53.400.003
Honorarium	HUF 12.000.000	HUF 12.000.000
Pension and benefits	<ul style="list-style-type: none"> Executive Directors are entitled to old-age pension, supplementary pension benefit or disability benefit in accordance with the relevant effective statutory provisions. In addition, the Executive Directors were entitled to voluntary pension fund contribution (membership-fee supplement) in accordance with the same principles and rules as apply to all employees. This benefit was specified in the annual Agreement on Wage Increases concluded with the representative Trade Union Committee in 2024 and its rate was set at 6% of the gross base salary. The monthly amount of the employer's contribution for any one person may not exceed 50% of the prevailing national statutory minimum wage (from 1 December 2023, HUF 133,400 per person per month). Payments were made accordingly in 2024. Executive Directors are entitled to a range of benefits including employee cafeteria, car and fuel benefits, life and accident insurance, health insurance and benefits along with a range of other fringe benefits. 	
Cash Bonus	<ul style="list-style-type: none"> Max: 110% of salary Target: 100% of salary 2024 outcome: 55.958 ths HUF 	<ul style="list-style-type: none"> Max: 55% of salary Target: 50% of salary 2024 outcome: 29.370 ths HUF
	<ul style="list-style-type: none"> Performance conditions: Operating profit (20%), Submission and acceptance for registration x product (20%), WHC goal (15%), GenMed goal (15%), Development goal (15%), ESG targets (15%) Structure: The bonus is paid annually to the CEO. 	<ul style="list-style-type: none"> Performance conditions: Operating profit (20%), CAPEX management (20%), Power Purchase Agreement (18%), Purchasing organizational concept (16%), S4 Value Capture (10%), Quarterly report transformation (8%), M&A process and framework (8%) Structure: The bonus is paid semi-annually (in two instalments) to Deputy CEO / CFO.
Annual Share Remuneration	<ul style="list-style-type: none"> An award of 1,500 shares with vesting determined by revenue and operating profit targets over the year and subject to a two year holding period. An associated element of the share remuneration is a cash benefit, which is the gross amount of taxes and contributions payable. 	
EPP	<ul style="list-style-type: none"> Max: 240% of salary Target: 200% of salary 2024 outcome: 141.508 ths HUF 	<ul style="list-style-type: none"> Max: 73% of salary Target: 73% of salary 2024 outcome: 39.077 ths HUF
	<ul style="list-style-type: none"> Performance conditions: Corporate turnover growth (50%), Operating profit (20%), Submission and acceptance for registration x product (5%), WHC goal (5%), GenMed goal (5%), Development goal (5%), ESG targets (10%) Structure: 2-year performance period. 	<ul style="list-style-type: none"> Performance conditions: Corporate turnover growth (50%), Operating profit (10%), CAPEX management (10%), Power Purchase Agreement (9%), Purchasing organizational concept (8%), S4 Value Capture (5%), Quarterly report transformation (4%), M&A process and framework (4%) Structure: 2-year performance period.

Summary of Remuneration Policy 2025-2028 approved by shareholders

The Remuneration Policy, which is expected to apply for four years including the 2025 to 2028 calendar years, was approved by shareholders at our 2024 AGM. The full Policy can be found on the Gedeon Richter website:

<https://www.gedeonrichter.com/-/media/sites/hq/documents/sustainability/en/remuneration-policy-for-years-2025-2028-approved-by-the-agm-2024.pdf?rev=8a26dbd903d4431e8d3ecf28fc890203&hash=F026CED06CF4BCC755413C4EAB80944D>

A summary of the Policy is provided below. It should be noted that while no changes have been made to the 2025 - 2028 Remuneration Policy approved by shareholders, additional detail has been added to the Policy summary below in order to address questions which were raised by shareholders and proxy agencies ahead of the 2024 AGM.

Element	Applicable to	Details
Elements of fixed remuneration		
Base Salary	Executive Directors	<ul style="list-style-type: none"> Fixed remuneration reflecting mainly the job, position, responsibility and experience within the organisation ensuring that the Company attracts and retains the best professionals taking into consideration the remuneration offered by potential competitors in the labour market. The decision on the CEO's base salary and its yearly increase is made by the Board of Directors of the Company, with regard to the fact that employer's rights over the chief executive officer are exercised by the Company's Board of Directors. The annual pay rise in 2024 of the other Directors employed by the Company was effected in accordance with the rules set out in the agreement with the representative Trade Union Committee. Note, the maximum salary levels within the Policy should not be interpreted as the desired or actual salary level and instead is set as an absolute maximum to provide the Board of Directors with flexibility to set the salary at an appropriate level below the maximum. Details of actual salary levels paid in 2024 are detailed on page 14-15.
Honorarium (Base Board Fee)	Executive Directors	<ul style="list-style-type: none"> Fixed remuneration paid monthly to the members of the Board of Directors and the Supervisory Board. Proposals for the amount of the honorarium to be paid to the members of the Board of Directors each month in a given business year are submitted by the Board of Directors to the Annual General Meeting of the Company after familiarising and deliberating the proposal of the Remuneration Committee and recognise the skills, responsibilities, experience and time commitment of the Directors. The monthly remuneration of the Chair of the Board of Directors and the Chair of the Supervisory Board shall be higher than that of the members of the Board of Directors and the members of the Supervisory Board.
Meeting fees	Non-Executive Directors of the Board / Committee members Chair of the Supervisory Board Supervisory Board / Audit Board members	<ul style="list-style-type: none"> The members of the Board Committees established by the Board of Directors receive remuneration based on meetings attended, set at the same level for each meeting. The Chair of the Supervisory Board is entitled to additional remuneration based on Board of Directors' meetings attended by her/him. Those members of the Supervisory Board who also serve on the Audit Board receive meeting fee based on meetings attended, set at the same level for each Audit Board meeting.

Element	Applicable to	Details
Fringe benefits	Executive Directors	<ul style="list-style-type: none"> Employee Cafeteria benefits: Pursuant to the Cafeteria regulations of the Company, the annual value of which in 2024 was HUF 450,000 per person. Company car and fuel card benefits: in accordance with the Company's Vehicle Use Regulations. Life and accident insurance: The Executive Directors were able to benefit from comprehensive life and accident insurance cover during 2024 in accordance with the same principles and rules as applied to all employees. Corporate health insurance including complex health screening: In accordance with the same principles and rules as apply to all employees, the Executive Directors were able to use the private healthcare services offered by the Company's healthcare provider. Cash remuneration: The gross amount of taxes and contributions payable in connection with vesting of the Annual Share Remuneration award. Other fringe benefits (with an aggregate amount not exceeding 5% of the annual base salary).
Remuneration from subsidiaries	Executive Directors	<ul style="list-style-type: none"> If a person concerned is an executive or a board member at a subsidiary of the Company, they may be entitled to remuneration for no more than three such positions.
Pension	Executive Directors	<ul style="list-style-type: none"> Executive Directors are entitled to old-age pension, supplementary pension benefit or disability benefit in accordance with the relevant effective statutory provisions. In addition, the persons concerned may be extended the contribution to a voluntary pension scheme benefit according to the same principles and rules as those pertaining to every employee. The fact and amount of the benefit shall be determined through negotiations with the representative advocacies.
Other fixed remuneration	Executive Directors	<ul style="list-style-type: none"> Other elements of remuneration not linked to performance and not listed above (e.g. inventor's royalties, long service recognition award) can be provided from time to time. Cannot exceed 10% of annual base salary.

Element	Applicable to	Details
Elements of variable remuneration		
Annual Bonus Cash element	Executive Directors	<ul style="list-style-type: none"> As Directors employed by the Company undertake priority tasks that have a material effect on the Company's profits, the company aligns them to company performance and shareholder return as well as rewarding them for significant performance as well as ensuring longer term retention with annual bonus participation as follows: The maximum bonus payout rate is 110% of target. Payouts above 100% of target are possible if corporate targets are exceeded. In the event of exceeding the Company's corporate targets, the Company wishes to further recognise the dedication and professionalism of its employees for their contribution to Richter's outstanding results, and therefore the the Company will pay Executive Directors an additional bonus on a par with the additional bonus earned by employees as follows. Each 1% corporate target overachievement means a 1% increment on the total annual bonus (rounded down to the nearest whole number), up to a maximum of 10% increment. 70-100% of the bonus (depending on the job) is tied to the achievement of individual goals, and 0-30% is linked to the achievement of company-level goals. Company-level goals are linked to the Company's profitability and to responsible cost management. The target for EBIT growth does not include the results from cariprazine sales in order to incentivise the performance that the Company can actually influence. Targets are measured over one financial year. The bonus will be paid annually to the CEO and semi-annually (in two instalments) to Deputy CEO / CFO, in cash.
Annual Share remuneration	Board of Directors	<ul style="list-style-type: none"> 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 operation 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).
Long-term incentives EPP	Executive Directors	<ul style="list-style-type: none"> The aim of the Employee Participation Plan (EPP) is to provide long-term alignment to company performance and shareholder interests through a performance share award over Gedeon Richter shares which assesses performance over a two-year performance period. At the end of the program, if the performance conditions are met the awards are settled to the Executive Directors in cash. This structure ensures that the Directors have an interest in increasing the price of Richter shares during the two-year performance period. The actual level of payment is determined as to 50% by corporate performance criteria and as to 50% on individual performance evaluation. The target payment for the CEO is 200% of salary and maximum payout under the EPP plan is 120% of target (240% of salary) and for the Deputy CEO / CFO target payment is 73% of salary and maximum is 100% of target (73% of salary). Corporate performance criteria is based on consolidated HUF turnover growth. In addition to the corporate performance criteria, other financial and non-financial targets (efficiency, investment, cost-related indicators, ESG – Environmental, Social and Governance – targets) may be set for Directors.

Element	Applicable to	Details
Other variable remuneration	Executive Directors	<ul style="list-style-type: none"> Other forms of variable pay linked to performance and not listed above include premium based on future market practices, customs or technological innovation. Maximum: 20% of annual base salary.
Extraordinary items	Executive Directors	<ul style="list-style-type: none"> Remuneration components not fixed in advance above, the total amount of which cannot exceed 20% of the total annual base salary.

In addition to the summary provided above, we have provided further information regarding other aspects of Gedeon Richter's approach to remuneration:

- **Approach to recruitment**

- In all circumstances, individuals recruited to a role which is covered by the Remuneration Policy will have remuneration which adheres to the structure and limits contained within the Remuneration Policy.

- **Approach to termination payments**

- **Members of the Board of Directors (non-executive Directors)** discharge their duties under an agency agreement. The legal relationship of the members of the Board of Directors to the Company shall cover the fixed term set out in the AGM resolution on their appointment. The legal relationship as members of the Board of Directors is created upon acceptance of the appointment. Termination of the legal relationship, including specifically the cases and conditions for termination, are governed by the provisions of Book Three, Part Three of the Civil Code (Act V of 2013). After the termination of their legal relationship as members of the Board of Directors, the former members of the Board of Directors shall not be entitled to any payment in regard of their former membership, except for the fixed honorarium for the last month of their term of office or, in the case of a fraction of a month, for the pro rata share of the month, the meeting fees payable in arrears by separate settlement in connection with committee membership, and the pro rata share of the share remuneration for the calendar year in question. Given the nature of the legal relationship, serving on the Board of Directors in itself shall not entitle the member to pension, supplementary pension or early retirement benefit paid by the Company or any of its subsidiaries.
- **Members of the Supervisory Board** discharge their duties under an agency agreement. The legal relationship of the members of the Supervisory Board to the Company shall cover the fixed term set out in the AGM resolution on their appointment. The legal relationship as members of the Supervisory Board is created upon acceptance of the appointment. Termination of the legal relationship, including specifically the cases and conditions for termination, are governed by the provisions of Book Three, Part Three of the Civil Code (Act V of 2013). After the termination of their legal relationship as members of the Supervisory Board, the former Supervisory Board (Audit Board) members shall not be entitled to any payment in regard of their former membership, except for the fixed honorarium for the last month of their term of office or, in the case of a fraction of a month, for the pro rata share of the month, and, in the case of the Chairman of the Supervisory Board and the members of the Audit Board, the meeting fee payable to them by separate settlement. Given the nature of the legal relationship, serving on the Supervisory Board in itself shall not entitle the member to pension, supplementary pension or early retirement benefit paid by the Company or any of its subsidiaries.

• Derogation from the Policy

- Whilst the company retains the right to derogate from the Remuneration Policy, this is only in exceptional circumstances and temporarily. Exceptional cases are those cases where the Board determines that derogation from the Policy is necessary in order to serve the long-term interests of the Company and its stakeholders.
- These circumstances include but not limited to in the event of changes in the market, legislative or tax environment that have a significant impact on the Company's operability, competitiveness and/or profitability.
- Any derogation from the Policy shall be subject to the resolution of the Board of Directors adopted only by a qualified (two-thirds) majority vote. The Board of Directors may resolve to derogate from the Remuneration Policy only on the basis of a written proposal from the Remuneration Committee and only in the cases set out in section 9.1 of the Policy.
- Where it is deemed appropriate to derogate from the Policy, the intention is to ensure that the total expected value of remuneration would not increase.
- Where the Board deem it necessary to derogate from the Policy, the Remuneration Committee will provide a full explanation regarding the derogation and the associated rationale for its approach. It is not envisaged that the ability to derogate from the Policy will be utilised during the Policy period at this time.

Annual Report on Remuneration

Gedeon Richter Plc. (hereinafter the “Company”), pursuant to the provision under Section 21 of Act LXVII of 2019 on the encouragement of long-term shareholder engagement and the amendment of certain laws for the purpose of legal harmonisation, herewith publishes the Company’s Remuneration Report for the year 2024 (hereinafter the “Report” or the “Remuneration Report”).

The purpose of the report is to provide a comprehensive overview, in accordance with the Remuneration Policy applicable from 2021 (hereinafter the “Remuneration Policy”), adopted by Resolution No. 13/2020.04.28 passed by the Company’s Board of Directors acting within the competence of the general meeting based on Section 5(1) and Section 9 of Government Decree 102/2020 (IV.10.), and modified by Resolutions 9/2022.04.12, 9/2023.04.25 and No.9/2024/04.25. Adopted following advisory votes, to persons falling under the personal scope of the Remuneration Policy, regarding all remuneration awarded in the 2024 financial year or due on the basis of the results of that year and paid by the Company.

The quantified data of the Company’s Remuneration Report are presented in this Report. Values expressed in Hungarian forint (HUF) in the report are gross amounts, unless otherwise stated in the report.

For the Directors whose legal relationship (i.e. whose mandate or board membership) did not cover the entire year of 2024, the report states the pro rata portion of the annual benefits and honoraria due in line with the period of their mandates.

The categorisation and list of remuneration components presented in this structure is based on the non-binding recommendations issued by the European Commission on the standardised presentation of the remuneration report (Cf. COMMUNICATION FROM THE COMMISSION Guidelines on the standardised presentation of the remuneration report under Directive 2007/36/EC, as amended by Directive (EU) 2017/828), as regards the encouragement of long-term shareholder engagement as well as market practice and the expectations of investors and proxy agencies.

1. Executive Director Remuneration

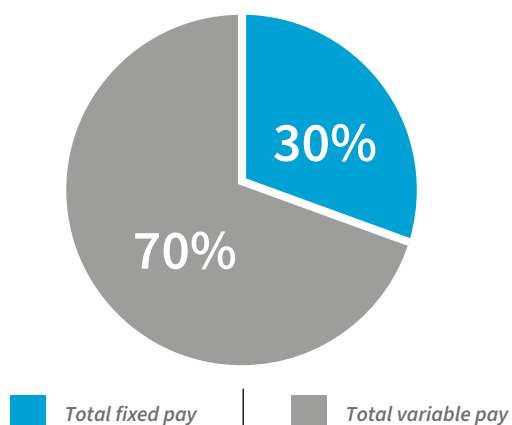
Total Remuneration

This table sets out all remuneration received by Executive Directors for 2022, 2023 and 2024.

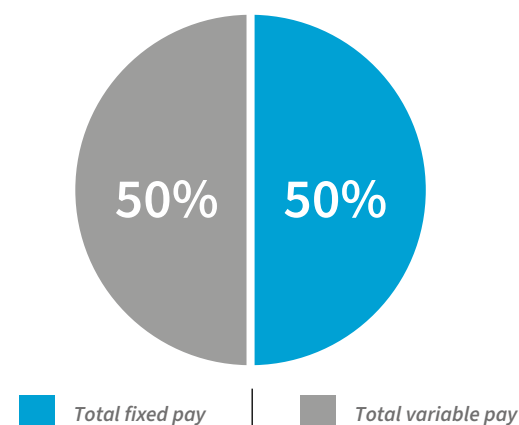
ths HUF		Fixed pay						Variable pay				Total Remuneration	Portion of total remuneration which is variable
		Salary	Honorarium (fee)	Benefits	Pension	Other ¹	Total fixed pay	Bonus	Long-Term (EPP)	Share remuneration	Total variable pay		
		000	000	000	000	000	000	000	000	000	000	000	
Gábor Orbán	2024	65.639	12.000	9.868	1.600	3.423	92.532	55.958	141.508	13.612	211.079	303.612	70%
	2023	64.464	9.630	6.379	1.392	3.545	85.412	64.465	137.160		201.625	287.037	70%
	2022	57.825	8.554	6.542	1.200	3.887	78.009	52.042	132.700		184.742	262.751	70%
István Hamecz	2024	53.400	12.000	10.742	1.676	3.042	80.861	29.370	39.077	13.612	82.059	162.921	50%
	2023	49.400	9.480	7.057	1.392	3.165	70.494	24.700	34.000		58.700	129.194	45%
	2022	31.244	5.296	2.317	938	2.531	42.327	12.897	14.307		27.204	69.531	39%

¹Other elements of remuneration not linked to performance for example: remuneration from subsidiaries; inventor's royalties

Remuneration of CEO 2024



Remuneration of Deputy CEO / CFO 2024



Salary and fees

Base salary of the Executive Directors (Gábor Orbán, István Hamecz) increased by

- 0% regarding CEO, and
- 7,1% regarding Deputy CEO / CFO István Hamecz, with the effective date of 01.03.2024. This compared to an average wider workforce increase of 10,3%.

Executive Directors have also received a monthly honorarium of HUF 1,000,000 / month, which represents an increase of 26% compared to HUF 790,000 / month in 2023. The increase followed a review of current market rates for honorarium noting that the increased amounts remain below market.

Benefits and pension

Executive Directors are entitled to a range of benefits including employee cafeteria, car and fuel benefits, life and accident insurance, health insurance and benefits along with a range of other fringe benefits.

In addition, the Executive Directors are entitled to voluntary pension fund contribution (membership-fee supplement) in accordance with the same principles and rules as apply to all employees. The membership fee supplement was 6% of the gross base salary, but this may not exceed 50% of the prevailing national statutory minimum wage. Payments were made accordingly in 2024.

2024 Bonus outcome

The targets for the 2024 bonus and the achievement against these are shown below:

2024 Bonus outcome for CEO Gábor Orbán:

Bonus Measure	Weighting	Threshold	Threshold	Target	Stretch	Actual	Achievement % of target opportunity
		50% of target	75% of target	100% of target bonus payable	110% of target		
<p>Corporate Profit:</p> <p>50% payable as follows: Corporate profit target Grade I: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT¹) less Vraylar royalty reaches the first threshold</p> <p>75% payable as follows: Corporate profit target Grade II: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the second threshold</p> <p>100% payable as follows: Corporate profit target Grade III: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the third threshold</p> <p>Payout between 100% and 110% with each 1% cEBIT increase, up to 110%. There is no more payout above that.</p>	20%	10%	15%	20%	<p>1% cEBIT overperformance means a 1% increase calculated on the total annual bonus amount achieved in 2024, per 1% up to a maximum increase of 10%.</p>	20%	<p>157% performance was achieved.</p> <p>20% of bonus is payable for this KPI (100% of target), and</p> <p>110% payability calculated on the total annual bonus amount achieved because of the overperformance</p>

Bonus Measure	Weighting	Threshold	Threshold	Target	Stretch	Actual	Achievement % of target opportunity
		50% of target	75% of target	100% of target bonus payable	110% of target		
Successful submission and acceptance for registration of x products.	20%			20%		20%	100%
WHC: global sales of the innovative endometriosis product (Ryeqo) reach x M EUR.	15%			15%		15%	100%
GenMed: sales revenue from new product portfolio ² contributes x% to total GenMed sales in 2024.	15%			15%		0%	0%
Development of 932 Phase II concepts	15%			15%		15%	100%
ESG: Develop action plans to reduce the carbon footprint of all production sites.	7,5%			7,5%		7,5%	100%
ESG: Reduce parent company GHG emissions by at least 2% in 2024 compared to 2023	7,5%			7,5%		0%	0%

¹ cEBIT: Sales - Cost of Sales - Sales & Marketing costs - Research & Development costs - General & Administration costs - Clawback expenses + Milestone income. If the cEBIT calculated in this way does not reach the first threshold, each x mEUR shortfall realised will reduce the bonus payable in this component by 2 percentage points, up to a maximum of 20 percentage points in total.

² Products launched in the last five years are considered new products.

2024 Bonus outcome for Deputy CEO / CFO István Hamecz:

Bonus Measure	Weighting	Threshold	Target	Stretch	Actual	Achievement % of target opportunity
		50% of target	100% of target bonus payable	110% of target		
<p>Corporate Profit:</p> <p>50% payable as follows: Corporate profit target Grade I: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT¹) less Vraylar royalty reaches the first threshold</p> <p>100% payable as follows: Corporate profit target Grade II: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the second threshold</p>	20%	10%	20%	<p>1% cEBIT overperformance means a 1% increase calculated on the total annual bonus amount achieved in 2024, per 1% up to a maximum increase of 10%.</p>	20%	<p>157% performance was achieved.</p> <p>20% of bonus is payable for this KPI (100% of target), and 110% payability calculated on the total annual bonus amount achieved because of the overperformance</p>
Corporate KPI: Budget cautiousness: keeping the cost center's annual budget.	10%		10%		10%	100%
Redesign of CAPEX management system	18%		18%		18%	100%
Development of a Power Purchase Agreement (PPA) structure	16%		16%		16%	100%
Renewal of purchasing organizational concept	14%		14%		14%	100%
Successful implementation of S4 Value Capture project	8%		8%		8%	100%
Quarterly report transformation and CSRD preparation	7%		7%		7%	100%
M&A process and regulatory framework development	7%		7%		7%	100%

¹ cEBIT: Sales - Cost of Sales - Sales & Marketing costs - Research & Development costs - General & Administration costs - Clawback expenses + Milestone income

Based on performance during the year, the amounts that Executives will receive are set out below.

Executive Director	Overall bonus outcome	
	% of target	% of salary
CEO Gábor Orbán	85,25%	85,25%
Deputy CEO /CFO István Hamecz	110%	55%

Employee Participation Plan 2023-2024

Set out below are performance targets and performance achieved for the 6th EPP Remuneration Program where the award is paid in Q1 2025.

No payout where the Corporate KPI is not met.

The maximum payout under the EPP plan is 120% of target for the CEO and 100% of target for Deputy CEO/ CFO. Target award levels are 200% of salary for the CEO and 73% for the Deputy CEO/ CFO.

EPP for CEO Gábor Orbán:

EPP Measure	Weighting	Threshold	Threshold	Target	Stretch	Actual	Achievement % of target opportunity
		50% of target	75% of target	100% of target EPP payable	120% of target		
<p>Corporate KPI: The average of the consolidated HUF turnover for the years 2023-2024 (translated at unchanged average exchange rate for 2022 and excluding the effect of changes in the scope of consolidation) must exceed the consolidated turnover of the Company for 2022.</p> <p>There is NO EPP payout if the corporate KPI is not met.</p>	50%			50%		50%	100%
<p>Corporate Profit</p> <p>50% payable as follows: Corporate profit target Grade I: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT¹) less Vraylar royalty reaches the first threshold</p> <p>75% payable as follows: Corporate profit target Grade II: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the second threshold</p> <p>100% payable as follows: Corporate profit target Grade III: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the third threshold</p>	20%	10%	15%	20%	In case of 100% payability, the EPP award is 15,000 shares, with a maximum payout of 120% (18,000 shares) in case of over-achievement.	20%	157% performance was achieved. 20% of EPP is payable for this KPI (100% of target), and 120% payability calculated on the total annual EPP % achieved because of the overperformance

EPP Measure	Weighting	Threshold	Threshold	Target	Stretch	Actual	Achievement % of target opportunity
		50% of target	75% of target	100% of target EPP payable	120% of target		
Successful submission and acceptance for registration of x products.	5%			5%		5%	100%
WHC: global sales of the innovative endometriosis product (Ryeqo) reach x M EUR.	5%			5%		5%	100%
GenMed: sales revenue from new product portfolio ² contributes x% to total GenMed sales in 2024.	5%			5%		0%	0%
Development of 932 Phase II concepts	5%			5%		5%	100%
ESG: Develop action plans to reduce the carbon footprint of all production sites.	5%			5%		5%	100%
ESG: Reduce parent company GHG emissions by at least 2% in 2024 compared to 2023	5%			5%		0%	0%

¹ cEBIT: Sales - Cost of Sales - Sales & Marketing costs - Research & Development costs - General & Administration costs - Clawback expenses + Milestone income

² Products launched in the last five years are considered new products

The EPP target award is 15,000 shares, with a maximum payout of 120% (18,000 shares) in case of over-achievement.

EPP for Deputy CEO / CFO István Hamecz:

EPP Measure	Weighting	Target	Actual	Achievement % of target
		100% of target EPP payable		
Corporate KPI: The average of the consolidated HUF turnover for the years 2023-2024 (translated at unchanged average exchange rate for 2022 and excluding the effect of changes in the scope of consolidation) must exceed the consolidated turnover of the Company for 2022. There is NO EPP payout if the corporate KPI is not met.	50%	50%	50%	100%
Redesign of CAPEX management system	12,5%	12,5%	12,5%	100%
Development of a Power Purchase Agreement (PPA) structure	11,5%	11,5%	11,5%	100%
Renewal of purchasing organizational concept	10%	10%	10%	100%
Successful implementation of S4 Value Capture project	6%	6%	6%	100%
Quarterly report transformation and CSRD preparation	5%	5%	5%	100%
M&A process and regulatory framework development	5%	5%	5%	100%

The EPP target award is 4,446 shares, with a maximum payout of 100% for the Deputy CEO / CFO.

Based on performance during the period, the amounts that Executives will receive are set out below. The shares granted under the EPP are converted to cash on vesting.

Executive Director	No. shares granted	Overall EPP outcome 2023-2024 award	
		% of target vesting	Value at vesting (No. shares)
Gábor Orbán	15,000	108%	16.200
István Hamecz	4,446	100%	4.446

Employee Participation Plan 2024-2025

The 7th EPP Remuneration Program applicable to the years 2024-2025 (to be paid in Q1 of 2026) was awarded during 2024. 50% of the award is determined by Corporate revenue performance targets measured over two years and 50% is determined by individual strategic performance objectives. There is no payment if the Corporate KPI is not met. Full disclosure of targets and performance against them will be included in the 2025 Remuneration Report.

Share remuneration – Executive Directors as Members of the Board of Directors receive an award of Richter ordinary shares dependent on the financial performance of the Company. The award consists of two components and amounts to 1,500 shares per Director. Performance conditions and the associated outcomes are set out below.

Measure	Weighting	Target 100% of shares payable	Actual	Achievement % of target opportunity
5% or higher annual increase in sales revenue in euro of Pharmaceuticals Production	50%	50%	50%	100% 750 shares awarded
5% or higher annual increase in the operating profit before special items (OPBSI) in euro of the Pharmaceuticals Production	50%	50%	50%	100% 750 shares awarded
Total			100%	100% 1500 shares awarded

For both remuneration components, the maximum remuneration of 750-750 shares is awarded 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).

Cash benefit – Executive Directors as Members of the Board of Directors receive a cash payment to meet the tax and social security on the shares awarded. The cash benefit related to the share remuneration is paid within 30 days of the Annual General Meeting closing the financial year in question.

2. Remuneration of Non-Executive Director members of the Board of Directors

Non-Executive Director members of the Board of Directors:

Members	Position
Prof. Dr. E. Szilveszter Vizi	Member of the Board of Directors until 29. February 2024 / Chairman of the Board of Directors from 01. March 2024
Erik Bogsch	Chairman of the Board of Directors and Executive Director until 29. February 2024 / Lifetime Honorary Chairman of the Board of Directors and Non-Executive Director from 01. March 2024
Dr. Ilona Hardy Dr. Pintérné	Member of the Board of Directors until 29. February 2024 / Deputy Chair of the Board of Directors from 01. March 2024
Dr. Nándor Pál Ács	Member of the Board of Directors
Gabriella Balogh	Member of the Board of Directors
Dr. Péter Cserhádi	Member of the Board of Directors
Lászlóné Németh	Member of the Board of Directors
Dr. Anett Pandurics	Member of the Board of Directors
Balázs Szepesi	Member of the Board of Directors
Bálint Szécsényi	Member of the Board of Directors

ths HUF		Total fixed pay				Total variable pay			Total pay	Portion of total remuneration which is variable
		Honorarium + meeting fee	Cash Benefits	Other ¹	Total fixed	Share remuneration	Other ²	Total variable		
		000	000	000	000	000	000	000		%
Prof. Dr. E. Szilveszter Vizi	2024	27 600	2 402		30 002	13 612		13 612	43 614	31%
	2023	10 380	6 154		16 534	12 217		12 217	28 751	42%
	2022	8 554			8 554				8 554	0%
Erik Bogsch	2024	30 000	2 402	402 736 ¹	435 138	13 612	1 531	15 143	450 282	3%
	2023	11 340		34 286	45 626		38 478	38 478	84 104	46%
	2022	10 234		57 356	67 590		51 709	51 709	119 299	43%

ths HUF		Total fixed pay				Total variable pay			Total pay	Portion of total remuneration which is variable
		Honorarium + meeting fee	Cash Benefits	Other ¹	Total fixed	Share remuneration	Other ²	Total variable		
		000	000	000	000	000	000	000		%
Dr. Ilona Hardy Dr. Pintérné	2024	22 600	2 402		25 002	13 612		13 612	38 614	35%
	2023	10 380	6 154		16 534	12 217		12 217	28 751	42%
	2022	8 554			8 554				8 554	0%
Dr. Nándor Pál Ács	2024	12 450	6 857		19 307	13 612		13 612	32 919	41%
	2023	10 080	6 154		16 234	12 217		12 217	28 451	43%
	2022	8 554			8 554				8 554	0%
Gabriella Balogh	2024	12 450	6 857		19 307	13 612		13 612	32 919	41%
	2023	6 320	6 154		12 474	12 217		12 217	24 691	49%
Dr. Péter Cserhádi	2024	12 600	6 857		19 457	13 612		13 612	33 069	41%
	2023	10 380	6 154		16 534	12 217		12 217	28 751	42%
	2022	8 554			8 554				8 554	0%
Lászlóné Németh	2024	12 450	2 402		14 852	13 612		13 612	28 464	48%
	2023	6 320	6 154		12 474	12 217		12 217	24 691	49%
Dr. Anett Pandurics	2024	12 450	6 857		19 307	13 612		13 612	32 919	41%
	2023	10 080	6 154		16 234	12 217		12 217	28 451	43%
	2022	8 554			8 554				8 554	0%
Balázs Szepesi	2024	12 450	6 857		19 307	13 612		13 612	32 919	41%
	2023	6 320	6 154		12 474	12 217		12 217	24 691	49%
Bálint Szécsényi	2024	12 450	6 857		19 307	13 612		13 612	32 919	41%
	2023	9 630	6 154		15 784	12 217		12 217	28 001	44%
	2022	8 554			8 554				8 554	0%

¹ Non-Executive Directors are not allowed to receive any “Other” payments among Fixed pay. Erik Bogsch was in a special position in 2024: he was Chairman of the Board of Directors and Executive Director until 29. February and Lifetime Honorary Chairman of the Board of Directors and Non-Executive Director from 01. March 2024. According to the Board of Directors' decision of 26. February 2024, in acknowledgement of Mr Erik Bogsch's commitment to the Company and his paramount contribution to the Company's achievements, the Board of Directors granted Mr Erik Bogsch the title of “Lifetime Honorary Chairman of Gedeon Richter Plc.” and, in connection with this decision, on the basis of the written proposal of the Remuneration Committee, taking into account the exceptional circumstance serving the long-term interest of the Company that Mr. Erik Bogsch has made an unparalleled contribution to the Company's survival of the political changeover and its development as an independent Hungarian company into an undisputed market player in the international pharmaceutical industry; he has served the long-term market interests of the Company for 54 years; and his five decades of service are an example and inspiration to all employees and officers of the Company. In consideration of sections 9.1 to 9.2 of the effective Remuneration Policy approved by Resolution No. 9/2023.04.25. of the General Meeting of Shareholders on 25.04.2023, the Board of Directors granted Mr Erik Bogsch special benefits in recognition of his contribution to the Company, in connection with his position as Lifetime Honorary Chairman:

- One-time payable net amount in cash remuneration as life-work award, which is indicated in the above “Other” column
- The use of an appropriate office and secretariat provided and maintained by the Company at the Company’s headquarters, Company-provided driver and Company-provided car.
- Reimbursement of expenses for professional trips.
- During his term of office as a member of the Board of Directors, a monthly honorarium and a monthly share remuneration equal to the monthly honorarium and share remuneration of the Chairman of the Board of Directors
- Regarding previous years 2022 and 2023 all his fixed remuneration elements which he received as Executive Director (base salary, benefits, voluntary pension fund) were indicated here in ‘Other’ column.

² Non-Executive Directors are not allowed to receive any “Other” payments among Variable pay. Erik Bogisch was in a special position in 2024: he was Chairman of the Board of Directors and Executive Director until 29. February and Lifetime Honorary Chairman of the Board of Directors and Non-Executive Director from 01. March 2024. His time-proportional bonus payment for 2024 is indicated in ‘Other-variable’ column.

Regarding previous years 2022 and 2023 his other variable remuneration elements which he received as Executive Director (share remuneration and bonus payment) were indicated here in ‘Other-variable’ column

Monthly honorarium – Members of the Board of Directors receive fixed monthly honorarium set by the General Meeting for the calendar year in question. The honorarium is paid monthly in arrears:

- For the Chairman of Board of Directors: HUF 2.500.000 per month
- For the Lifetime Honorary Chairman of Board of Directors: HUF 2.500.000 per month
- For the Deputy Chairman of Board of Directors: HUF 2.000.000 per month
- and for members of the Board of Directors: HUF 1.000.000 per month.

Meeting fee – The members of the committees established by the Board of Directors receive a set fee of HUF 150.000 for each meeting attended.

Share remuneration – Members of the Board of Directors receive an award of Richter ordinary shares dependent on the financial performance of the Company. The award consists of two components and amounts to 1,500 shares per member. Performance conditions and the associated outcomes are set out below.

Measure	Weighting	Target	Actual	Achievement % of target opportunity
		100% of shares payable		
5% or higher annual increase in sales revenue in euro of Pharmaceuticals Production	50%	50%	50%	100% 750 shares awarded
5% or higher annual increase in the operating profit before special items (OPBSI) in euro of the Pharmaceuticals Production	50%	50%	50%	100% 750 shares awarded
Total			100%	100% 1500 shares awarded

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).

Cash benefit – The Members of the Board of Directors receive a cash payment to meet the tax and social security on the shares awarded. The cash benefit related to the share remuneration is paid within 30 days of the Annual General Meeting closing the financial year in question.

3. Remuneration of Non-Executive Directors members of the Supervisory Board

Non-Executive Director members of the Supervisory Board:

Members	Position
Dr. Livia Pavlik	Member of the Supervisory Board until 25. April 2024 Chair of the Supervisory Board from 15. May 2024
Dr. Attila Chikán	Chairman of the Supervisory Board until 25. April 2024
Prof. Dr. Jonathán Róbert Bedros	Member of the Supervisory Board
Dale André Martin	Member of the Supervisory Board from 25. April 2024
Dr. Zoltán Matos	Member of the Supervisory Board until 25. April 2024
dr. Krisztina Gál	Member of the Supervisory Board, Employee Representative
Ferenc Sallai	Member of the Supervisory Board, Employee Representative

ths HUF		Honorarium + meeting fee	Total remuneration	Portion of total remuneration which is variable
		000	000	
Dr. Livia Pavlik	2024	13 650	13 650	0%
	2023	7 290	7 290	0%
	2022	5 728	5 728	0%
Dr. Attila Chikán	2024	5 050	5 050	0%
	2023	12 930	12 930	0%
	2022	7 944	7 944	0%
Prof. Dr. Jonathán Róbert Bedros	2024	9 450	9 450	0%
	2023	6 840	6 840	0%
	2022	5 728	5 728	0%
Dale André Martin	2024	6 650	6 650	0%
Dr. Zoltán Matos	2024	2 950	2 950	0%
	2023	7 290	7 290	0%
	2022	5 728	5 728	0%

ths HUF		Honorarium + meeting fee	Total remuneration	Portion of total remuneration which is variable
		000	000	
Dr. Krisztina Gál	2024	8 400	8 400	0%
	2023	6 840	6 840	0%
	2022	5 728	5 728	0%
Ferenc Sallai	2024	8 400	8 400	0%
	2023	4 560	4 560	0%

Monthly honorarium – Members of the Supervisory Board receive fixed monthly honorarium set by the General Meeting for the calendar year in question. The honorarium is paid to the members of the Supervisory Board monthly in arrears. Its amount in 2024: For the Chairman of the Supervisory Board: HUF 1.000.000 per month and for members of the Supervisory Board: HUF 700.000 per month.

Meeting fee of the Chairman – The Chairman of the Supervisory Board shall be entitled to additional remuneration based on Board of Directors' meetings attended by her: a fee of HUF 300.000 for each Board of Directors meeting attended. The meeting fee payable for the year in question shall be calculated on the basis of the meeting statistics (number of Board of Directors meetings, names of meeting 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 31 January of the calendar year following the calendar year in question.

Meeting fee of the Audit Committee – Those members of the Supervisory Board who also serve on the Audit Board receive additional remuneration (meeting fee) based on meetings attended, set at the same level for each Audit Board meeting of HUF 150.000. The meeting fee payable for the year in question shall be calculated on the basis of the meeting statistics (number of Audit Committee meetings, names of meeting 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 31 January of the calendar year following the calendar year in question.

In the case of employee delegates Dr. Krisztina Gál and Ferenc Sallai, the remuneration related to the employee status is not included in the above table, given that pursuant to the provisions of Act LXVII of 2019 on the Encouragement of Long-term Shareholder Engagement and the Amendment of Certain Laws for the Purpose of Legal Harmonisation, their Supervisory Board membership qualifies them as Directors.

Members of the Supervisory Board did not receive any variable component, i.e. performance-based remuneration or share awards in connection with this position.

4. Other reporting requirements

Directors' shareholdings

Outstanding share awards as at 2024

Director	Main terms				Opening balance Shares awarded at the beginning of the year (01.01.2024)	During the year 2024		Closing balance on 12.31. 2024	
	Shares awarded / granted during the year		Award date	Vesting date		Shares awarded	Shares vested	Subject to performance conditions	Shares awarded and unvested (subject to service only)
Gábor Orbán, CEO	2024	Share remuneration	2024	2025		1 500		1 500	
	2024	EPP	2024	2026		18 000		18 000	
	2023	EPP	2023	2025	18 000			18 000	
	2022	EPP	2022	2024	15 000		14 625		
István Hamecz, Deputy CEO / CFO	2024	Share remuneration	2024	2025		1 500		1 500	
	2024	EPP	2024	2026		4 500		4 500	
	2023	EPP	2023	2025	4 446			4 446	
	2022	EPP	2022	2024	3 446		3 446		
Prof. Dr. E. Szilveszter Vizi	2024	Share remuneration	2024	2025		1 500		1 500	
	2023	Share remuneration	2023	2024			1 500		

	Main terms				Opening balance Shares awarded at the beginning of the year (01.01.2024)	During the year 2024		Closing balance on 12.31. 2024	
Director	Shares awarded / granted during the year		Award date	Vesting date		Shares awarded	Shares vested	Subject to performance conditions	Shares awarded and unvested (subject to service only)
Erik Bogsch	2024	Share remuneration	2024	2025		1 500		1 500	
	2024	EPP	2024	2026		3 500		3 500	
	2023	EPP	2023	2025	3 510			3 510	
	2022	EPP	2022	2024	3 446		3 446		
Dr. Ilona Hardy Dr. Pintérné	2024	Share remuneration	2024	2025		1 500		1 500	
	2023	Share remuneration	2023	2024			1 500		
Dr. Nándor Pál Ács	2024	Share remuneration	2024	2025		1 500		1 500	
	2023	Share remuneration	2023	2024			1 500		
Gabriella Balogh	2024	Share remuneration	2024	2025		1 500		1 500	
	2023	Share remuneration	2023	2024			1 500		
Dr. Péter Cserháti	2024	Share remuneration	2024	2025		1 500		1 500	
	2023	Share remuneration	2023	2024			1 500		
Lászlóné Németh	2024	Share remuneration	2024	2025		1 500		1 500	
	2023	Share remuneration	2023	2024			1 500		

	Main terms				Opening balance Shares awarded at the beginning of the year (01.01.2024)	During the year 2024		Closing balance on 12.31. 2024	
Director	Shares awarded / granted during the year		Award date	Vesting date		Shares awarded	Shares vested	Subject to performance conditions	Shares awarded and unvested (subject to service only)
Dr. Anett Pandurics	2024	Share remuneration	2024	2025		1 500		1 500	
	2023	Share remuneration	2023	2024			1 500		
Balázs Szepesi	2024	Share remuneration	2024	2025		1 500		1 500	
	2023	Share remuneration	2023	2024			1 500		
Bálint Szécsényi	2024	Share remuneration	2024	2025		1 500		1 500	
	2023	Share remuneration	2023	2024			1 500		

Annual percentage change in remuneration of Directors and employees

The table below sets out the percentage change in base salary, value of benefits and annual bonus for all the Directors compared with the average percentage change for employees. The intention is to build this table up to cover five-years over time.

Directors	Year	Total pay (HUF)	Total pay (% change) vs previous year	Rationale of the increase / decrease
Executive Directors				
Gábor Orbán, CEO	2024	303 612 455	5,8%	Base salary increase was 0%, while the average corporate base salary increase at Richter Gedeon Plc. was 10,3%. His total compensation increased by 5,8%, because of extension of the share remuneration to Executive Directors and the overperformance of the cEBIT goal.
	2023	287 037 493	9,2%	Base salary increase was 12%, significantly below the average corporate base salary increase of 21% at Richter Gedeon Plc. His total compensation increased by 9% because his target long-term compensation was set at an unchanged number of shares but was overachieved, which is also significantly lower than the average annual compensation increase for employees at Richter Gedeon Plc.
	2022	262 751 878	2,1%	
	2021	257 286 559		
István Hamecz, Deputy CEO / CFO	2024	160 251 046	26,1%	Base salary increase of 7,1% while the average corporate base salary increase at Richter Gedeon Plc. was 10,3%. His total compensation increased by 26,1%, main reason of that is extension of the share remuneration to Executive Directors and the overperformance of the cEBIT goal.
	2023	129 194 968	85,8%	Rationale of the increase was that in 2022 his Deputy CEO / CFO position started on 1st of May 2022, and 2023 was a full-year period.
	2022	69 531 636		
Non-Executive Directors (Board of Directors)				
Prof. Dr. E. Szilveszter Vizi	2024	43 614 706	51,7%	Chairman of the Board of Directors since 01. March 2024, and honorarium-increase of 165% for the Chairman of the Board of Directors was accepted by the AGM.
	2023	28 752 180	236,1%	Honorarium- increase of 19% for the members of the Board of Directors accepted by the AGM; introduction of share remuneration and cash benefit as new remuneration elements.
	2022	8 554 000	0,6%	
	2021	8 499 900		

Directors	Year	Total pay (HUF)	Total pay (% change) vs previous year	Rationale of the increase / decrease
Erik Bogsch	2024	450 282 437	435,4%	One-time payable net amount in cash remuneration as life-work award, according to the Board of Directors' decision of 26. February 2024, in acknowledgement of Mr Erik Bogsch's paramount contribution to the Company's achievements.
	2023	84 105 257	-29,5%	Rationale of the decrease: his position changed from 15. November 2022 from Executive Director Responsible for Commercial, International and Governmental Affairs to Advisor.
	2022	119 299 316	-0,06%	
	2021	120 070 566		
Dr. Ilona Hardy Dr. Pintérné	2024	38 614 706	34,3%	She is Deputy Chair of the Board of Directors from 01. March 2024, and this position's honorarium represents a 153% increase compared to her previous position's (member of the Board of Directors) honorarium.
	2023	28 752 180	236,1%	Honorarium- increase of 19% for the members of the Board of Directors accepted by the AGM; introduction of share remuneration and cash benefit as new remuneration elements.
	2022	8 554 000	0,6%	
	2021	8 499 900		
Dr. Nándor Pál Ács	2024	32 919 925	15,7%	Honorarium- increase of 27% for members of the Board of Directors accepted by the AGM.
	2023	28 452 180	232,6%	Honorarium- increase of 19% for the members of the Board of Directors accepted by the AGM; introduction of share remuneration and cash benefit as new remuneration elements.
	2022	8 554 000	75,3%	Rationale of the increase was that in 2021 his position as member of the Board of Directors started on 15. April 2021, and 2022 was a full-year period.
	2021	4 880 000		
Gabriella Balogh	2024	32 919 925	33,3%	Honorarium- increase of 27% for members of the Board of Directors accepted by the AGM. She is member of the Board of Directors since April 2023, and 2024 was a full-year period.
	2023	24 692 180		
Dr. Péter Cserhádi	2024	33 069 925	15,0%	Honorarium- increase of 27% for members of the Board of Directors accepted by the AGM.
	2023	28 752 180	236,1%	Honorarium- increase of 19% for the members of the Board of Directors accepted by the AGM; introduction of share remuneration and cash benefit as new remuneration elements.
	2022	8 554 000	0,6%	
	2021	8 499 900		
Lászlóné Németh	2024	28 464 706	15,3%	Honorarium- increase of 27% for members of the Board of Directors accepted by the AGM.
	2023	24 692 180		

Igazgatók	Év	Teljes javadalmazás (HUF)	Teljes javadalmazás (%-os változás) az előző évhez képest	A növekedés / csökkenés indoklása
Dr. Anett Pandurics	2024	32 919 925	15,7%	Honorarium- increase of 27% for members of the Board of Directors accepted by the AGM.
	2023	28 452 180	232,6%	Honorarium- increase of 19% for the members of the Board of Directors accepted by the AGM; introduction of share remuneration and cash benefit as new remuneration elements.
	2022	8 554 000	0,6%	
	2021	8 499 900		
Balázs Szepesi	2024	32 919 925	33,3%	Honorarium- increase of 27% for members of the Board of Directors accepted by the AGM. He is member of the Board of Directors since April 2023, and 2024 was a full-year period.
	2023	24 692 180		
Bálint Szécsényi	2024	32 919 925	17,6%	Honorarium- increase of 27% for members of the Board of Directors accepted by the AGM.
	2023	28 002 180	227,4%	Honorarium- increase of 19% for the members of the Board of Directors accepted by the AGM; introduction of share remuneration and cash benefit as new remuneration elements.
	2022	8 554 000	0,6%	
	2021	8 499 900		

Directors	Year	Total pay (HUF)	Total pay (% change) vs previous year	Rationale of the increase / decrease
Supervisory Board				
Dr. Livia Pavlik	2024	13 650 000	87,2%	She is Chair of the Supervisory Board from 15. May 2024, and this position's honorarium represents a 75% increase compared to her previous position's (member of the Supervisory Board) honorarium.
	2023	7 290 000	27,3%	Honorarium- increase of 19% for the Supervisory Board members accepted by the AGM and meeting fee increase.
	2022	5 728 800	62,8%	She is member of the Supervisory Board since 15. April 2021, and 2022 was a full-year period.
	2021	3 520 000		
Dr. Attila Chikán	2024	5 050 000	-60,9%	Rationale of the decrease is termination of his Supervisory Board membership on 25. April 2024.
	2023	12 930 000	62,8%	Honorarium- increase of 19% for the Supervisory Board members accepted by the AGM, introduction of meeting fee for the Chairman of the Supervisory Board.
	2022	7 944 000	8,5%	
	2021	7 320 000		
Prof. Dr. Jonathán Róbert Bedros	2024	9 450 000	38,2%	Honorarium- increase of 23% for the Supervisory Board members accepted by the AGM.
	2023	6 840 000	19,4%	Honorarium- increase of 19% for the Supervisory Board members accepted by the AGM.
	2022	5 728 800	8,5%	
	2021	5 280 000		
André Martin Dale	2024	6 650 000		
Dr. Zoltán Matos	2024	2 950 000	-59,5%	Rationale of the decrease is termination of his Supervisory Board membership on 25. April 2024.
	2023	7 290 000	27,3%	Honorarium- increase of 19% for the Supervisory Board members accepted by the AGM and meeting fee.
	2022	5 728 800	62,8%	He is member of the Supervisory Board since 15. April 2021, and 2022 was a full-year period.
	2021	3 520 000		
Dr. Krisztina Gál	2024	8 400 000	22,8%	Honorarium- increase of 23% for the Supervisory Board members accepted by the AGM.
	2023	6 840 000	19,4%	Honorarium- increase of 19% for the Supervisory Board members accepted by the AGM.
	2022	5 728 800	62,8%	Member of the Supervisory Board, Employee Representative since 15. April 2021, while 2022 was a full-year period.
	2021	3 520 000		

Directors	Year	Total pay (HUF)	Total pay (% change) vs previous year	Rationale of the increase / decrease
Ferenc Sallai	2024	8 400 000	84,2%	Member of the Supervisory Board, Employee Representative since 25. April 2023, while 2024 was a full-year period. Honorarium- increase of 19% accepted by the AGM.
	2023	4 560 000		
All Employees				
Group-level calculated median personnel expenses (HUF)	2024	15 004 651	15%	
	2023	13 068 375	8%	
	2022	12 129 289	34%	
	2021	9 056 129		
Financial metrics				
Pharmaceuticals segment sales	2024	HUF 844.8 billion	13%	
	2023	HUF 747.4 billion		
Consolidated operating profit (EBIT)	2024	HUF 261.2 billion	38%	
	2023	HUF 189.3 billion		
Free Cash Flow	2024	HUF 244.1 billion	181%	
	2023	HUF 86.6 billion		
Dividend paid	2024	HUF 79.1 billion	8,5%	
	2023	HUF 72.9 billion		
Market capitalization	2024	EUR 4.7 billion	9,3%	
	2023	EUR 4.3 billion		

The CEO's base salary increase for 2024 was 0%, while the average corporate base salary increase at Richter Gedeon Plc. was 10,3%. His total compensation increased by 5,8%, because of extension of the share remuneration to Executive Directors and the overperformance of the cEBIT goal.

Company discloses the CEO pay ratio¹ below.

2024	2023
Group-level calculated median personnel costs (HUF)	
HUF 15,004,651	HUF 13,068,375
CEO pay ratio¹:	
20.23	21.96

¹ Annual remuneration of the CEO / Median annual remuneration of all employees of Richter Group without the CEO. Calculation:

	2024.	2023.
Gedeon Richter Plc. total wage average (HUF)	12 603 303	11 259 441
Gedeon Richter Plc. total wage median (HUF)	10 911 787	9 725 856
Gedeon Richter Plc. median to average (%)	86,6%	86,4%
Group personnel expenses excluding CEO (HUF '000)	203 920 552	179 763 342
Group average headcount	11 784	11 901
Group average personnel expenses (HUF)	17 330 632	15 129 013
Group calculated median personnel expenses (HUF)	15 004 651	13 068 375
CEO's remuneration (HUF)	303 612 455	287 037 493
CEO pay ratio	20,23	21,96

Outlook for 2025: CEO's bonus and EPP targets

2025 Bonus goals for CEO Gábor Orbán:

Bonus Measure	Weighting	Threshold	Target	Stretch
		50% of target	100% of target bonus payable	110% of target
<p>Corporate Profit:</p> <p>50% payable as follows: Corporate profit target Grade I: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT¹) less Vraylar royalty reaches the first threshold.</p> <p>100% payable as follows: Corporate profit target Grade II: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT¹) less Vraylar royalty reaches the second threshold.</p> <p>Payout between 100% (second threshold means 100%) and 110% with each 1% cEBIT increase, up to 110%.</p> <p>There is no more payout above that.</p>	40%	20%	40%	<p>1% cEBIT overperformance means a 1% increase calculated on the total annual bonus amount achieved in 2025, per 1% up to a maximum increase of 10%.</p>
GenMed: sales revenue from new product portfolio ² contributes x% to total GenMed sales in 2025.	10%		10%	
WHC: Successful submission and acceptance for registration of x product.	10%		10%	
Biotechnology goal I.: Secure x product launch including successful FDA audit	10%		10%	
Biotechnology goal II.: Successful submission and acceptance for registration of x product.	10%		10%	
CNS: Find chemical starting point for x projects.	10%		10%	
ESG: Reducing parent company GHG emissions by at least 2% in 2025 vs 2024	10%		10%	

¹ cEBIT: Gross profit less operating expenses (S&M, G&A, R&D) less clawback less impairment and write off/back – trade receivables less impairment and write off/back inventories plus milestone income.

² Products launched in the last five years are considered new products.

2025 EPP goals for CEO Gábor Orbán:

EPP Measure	Weighting	Threshold	Target	Stretch
		50% of target	100% of target EPP payable	120% of target
<p>Corporate KPI: The average of the consolidated HUF turnover for the years 2025-2026 (translated at unchanged average exchange rate for 2024 and excluding the effect of changes in the scope of consolidation) must exceed the consolidated turnover of the Company for 2024.</p> <p>There is NO EPP payout if the corporate KPI is not met.</p>	50%		50%	<p>1% cEBIT overperformance means a 1% increase calculated on the total annual EPP amount achieved in 2025, per 1% up to a maximum increase of 20%.</p>
<p>Corporate Profit</p> <p>50% payable as follows: Corporate profit target Grade I: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT¹) less Vraylar royalty reaches the first threshold</p> <p>100% payable as follows: Corporate profit target Grade II: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT¹) less Vraylar royalty reaches the second threshold</p>	20%	10%	20%	
GenMed: sales revenue from new product portfolio ² contributes x% to total GenMed sales in 2025.	5%		5%	
WHC: Successful submission and acceptance for registration of x product.	5%		5%	
Biotechnology goal I.: Secure x product launch including successful FDA audit	5%		5%	
Biotechnology goal II.: Successful submission and acceptance for registration of x product.	5%		5%	
CNS: Find chemical starting point for x projects.	5%		5%	
ESG: Reducing parent company GHG emissions by at least 2% in 2025 vs 2024	5%		5%	

¹ cEBIT: Gross profit less operating expenses (S&M, G&A, R&D) less clawback less impairment and write off/back – trade receivables less impairment and write off/back inventories plus milestone income.

² Products launched in the last five years are considered new products

Shareholder votes on remuneration

At the 2024 AGM, held on 25 April 2024, the company's Remuneration Report for 2023 and Remuneration Policy for 2025 – 2028 were approved by shareholders following an advisory vote. The voting results were as follows:

	For % of votes cast (number)	Against % votes cast (number)	Withheld votes cast number
Report on Remuneration at the 2024 AGM (Advisory)	64,54% (72.846.115)	35,13% (39.645.675)	0,33% (373.859)
Remuneration Policy 2021-2024 at the 2024 AGM (Advisory)	65,29% (73.686.360)	34,38% (38.808.764)	0,33% (372.912)
Remuneration Policy 2025-2028 at the 2024 AGM (Advisory)	64,50% (72.798.466)	35,17% (39.694.295)	0,33% (374.669)

Withheld votes are not counted when calculating the voting outcomes.

The Remuneration Report was approved by the Board and signed on its behalf



Dr Anett Pandurics – Chair of the Remuneration Committee

12. March 2025