

**The Chemical Works of Gedeon Richter Plc.**  
**(Richter Gedeon Vegyészeti Gyár Nyilvánosan Működő Rt.)**  
(1103 Budapest, Gyömrői út 19-21.)

hereby notifies its shareholders that the Company shall hold its **Annual General Meeting ("AGM") on Monday, April 28, 2008 at 3:00 p.m.**

**The venue** of the AGM shall be at 34. Stefánia út, H-1143 Budapest (MH. Művelődési Ház).

**Agenda of the AGM**

1. Report of the Board of Directors on the 2007 business activities of the Company and presentation of the annual report prepared in accordance with the Accounting Act.
2. Report of the Auditor.
3. Report of the Supervisory Board including the report of the Audit Committee.
4. Resolution on the determination and allocation of the 2007 after-tax profit of the Company, declaration of dividends for the 2007 business year on the common shares.
5. Approval of the 2007 Annual Report of the Company prepared in accordance with the Accounting Act, including the 2007 Balance Sheet.
6. Report on the 2007 business activities of the Richter Group and presentation of the Consolidated Report prepared in accordance with the IFRS.
7. Report of the Auditor on the Consolidated Report.
8. Report of the Supervisory Board including the report of the Audit Committee on the Consolidated Report.
9. Approval of the 2007 Consolidated Report.
10. Corporate Governance Report
11. Authorization to the Board of Directors for the purchase of own shares of the Company.
12. Amendment of the resolutions passed by the EGM held on December 18, 2007 on the series "D" common shares to series "C" shares.
13. Amendments to the Company's Statutes.
14. Approval of the consolidated text of the Company's Statutes (including amendments).
15. Election of member of the Board of Directors.
16. Resolution on the remuneration of the members of the Board of Directors.
17. Resolution on the remuneration of the members of the Supervisory Board.
18. Election of the Company's statutory auditor.
19. Resolution on the remuneration of the Company's statutory auditor.
20. Miscellaneous.

Every registered common share with a nominal value of 1,000 HUF (one thousand Hungarian Forint) shall entitle its holder to one vote at the AGM. The shareholders may exercise their rights at the AGM either in person or through an authorized representative with a voting card or other certificate or electronic voting equipment issued by the Board of Directors entitling its holder to exercise voting rights (collectively: the "**Voting Card**"). In accordance with Point 4 of Section 221 of the Companies Act, the proxy empowering its holder to representation shall be incorporated into a public legal document or a private deed having full probative effect (as described in Section 196 of the Code of Civil Procedure) and shall be submitted prior to obtaining the certificate entitling its holder to the receipt of the Voting Card.

The Company hereby requests the **shareholders to indicate to the respective investment service providers their intention to attend the AGM**, and the investment service providers to provide the data of the shareholders within the deadline as set forth in the announcement of KELER Zrt. The

shareholders shall also, in person, by telephone or by e-mail, confirm their intention to attend the AGM to the Company's Shareholders Relations Department on **April 25, 2008, between 8.00 a.m. and 4.00 p.m.** ("registration"). (Shareholders' Relations Department (Részvényiroda): 1103 Budapest, Gyömrői út 8., telephone: 431-4027, 431-4028, e-mail: honlapposta@richter.hu) The Company shall only issue a Voting Card to a shareholder who is registered by the Board of Directors (on the basis of the data provided by KELER Zrt. relating to the identification of ownership) in the Share Register as the owner of the shares.

The Board of Directors shall hand over the Voting Cards at the venue of and before the commencement of the AGM, simultaneously to recording the name and the number of votes of the shareholder.

**(In case of attending the AGM, the last trading day on the Budapest Stock Exchange is April 16, 2008.)**

The GDR shareholders shall be entitled to instruct the Bank of New York as Depositary to exercise their voting rights, if any, pertaining to the number of Shares represented by their respective GDRs. The GDR shareholders, therefore, should contact the Bank of New York (One Wall Street, New York, N.Y. 10286). The GDR shareholders must prove their ownership interest in the GDR respectively. The Depositary will not issue voting proxies after **April 21, 2008**. The GDR shareholders respectively may not transfer their interests in the GDR during the period between the delivery to them of a voting proxy and the closing of the AGM, and shall provide a blocking confirmation to this effect as issued by their custodian bank.

**In lack of a quorum, the date of the reconvened AGM held at the same location shall be April 28, 2008 at 4.00 p.m.** The reconvened AGM shall have a quorum for the purpose of considering items on the agenda of the original AGM if the shareholders representing more than 20% of the votes relating to the voting shares issued by the Company are presented in person or via proxy at the reconvened AGM and their shareholding or representation right has been duly evidenced.

The annual report and the draft proposals for the AGM shall be available for review from **April 3, 2008** on the websites of both the Budapest Stock Exchange and the Company, as well as at the Company's Shareholders' Relations Department on business days, between 8.00 a.m. and 4.00 p.m.

The Board of Directors proposes the determination and distribution of dividends from the 2007 annual profit on common shares equal to 45 % of their nominal value, this is 450 Hungarian Forint with the remainder of the after-tax profit allocated to the profit reserves. The AGM shall approve the Company's audited balance sheet and determine the dividends to be distributed.

**We inform our shareholders that the resolutions passed by the EGM held on December 18, 2007 have not yet entered into force, as the conditions precedent of the capital increase - including the obtaining of the merger control approval - have not yet been fulfilled. Therefore the currently effective Statutes as approved by the AGM held on April 25, 2007 shall be applicable to the general meeting convened by this notification.**

The main data of the 2007 Annual Report of the Company prepared in accordance with Hungarian accounting principles are as follows:

**Balance Sheet:**

<b><u>Assets:</u></b>	<b>HUF m</b>
Invested assets	184.216
Intangible assets	3.043
Tangible assets	115.977
Financial investments	65.196
Current assets	140.584
Inventories	41.005
Receivables	49.310
Securities	7.984
Liquid assets	42.285
Accrued and deferred assets	985
<b>Total assets</b>	<b>325.785</b>
<b><u>Liabilities:</u></b>	
Equity	305.895
Share capital	18.637
Capital reserves	19.256
Accumulated profit reserves	232.462
Restricted reserves	1.673
Valuation reserves	35
Profit per balance sheet	33.832
Provisions	60
Liabilities	15.575
Long term liabilities	-
Short term liabilities	15.575
Accrued expenses	4.255
<b>Total liabilities:</b>	<b>325.785</b>
<b><u>Profit and loss statement:</u></b>	
Net sales revenues	171.216
Other revenues	3.489
Cost of sales	50.252
Operating costs	78.602
Other expenses	11.671
Operating profit	34.180
Net financial income (expenses)	1.397
Net profit on ordinary business activities	35.577
Extraordinary profit	-730
<b>Profit before tax</b>	<b>34.847</b>
<b>After tax profit</b>	<b>33.832</b>

Please note that the above figures do not contain any distribution of dividends.

The main data of the 2007 Consolidated Report of the Richter Group prepared in accordance with international accounting standards are as follows:

**Balance Sheet:**

<b><u>Assets</u></b>	<b>HUF m</b>
Invested assets	175.487
Intangible assets	7.747
Tangible assets	144.863
Financial investments	18.196
Goodwill	3.892
Deferred tax assets	789
Current assets	172.476
Inventories	52.874
Receivables	61.801
Securities	5.400
Cash and cash equivalents	49.831
Non-current assets classified as held for sale	2.570
<b>Total assets</b>	<b>347.963</b>
<b><u>Liabilities</u></b>	
Equity	306.183
Share capital	18.638
Capital reserves	18.687
Accumulated profit reserves	274.113
Treasury shares	-1.718
Valuation reserves	25
Translation reserves	-3.562
IFRS2 reserves	-
Minority interest	8.198
Provisions	1.020
Liabilities	32.562
Long term liabilities	1.712
Short term liabilities	30.850
<b>Total liabilities</b>	<b>347.963</b>
<b><u>Profit and loss account</u></b>	
Net sales revenues	224.076
Cost of sales	104.379
Operating costs	76.271
Profit on other/nonoperating activities	-7.143
Operating profit	36.283
Net financial income (expenses)	-1.238
Income from associates	735
<b>Profit before taxation</b>	<b>35.780</b>
<b>After tax profit</b>	<b>33.971</b>

**Board of Directors of Gedeon Richter Plc.**