

CHEMICAL WORKS OF GEDEON RICHTER PLC.

(Reg. No.: Cg. 01-10-040944, headquarter at 1103 Budapest, Gyömrői út 19-21., Hungary)
(hereinafter the “Company”)

passed by the April 25, 2013 Annual General Meeting

RESOLUTIONS

Resolution of the AGM No.: 1/2013. 04. 25.

The Annual General Meeting (“AGM”) **has approved** the use of a computerised voting machine for the official counting of the votes during the AGM.

Resolution of the AGM No.: 2/2013. 04. 25.

The AGM **has approved** that a sound recording shall be made of the proceedings of the AGM in order to assist in the preparation of the minutes of the AGM. The sound recording shall not be used for the purpose of the preparation of a verbatim version of the minutes.

Resolution of the AGM No.: 3/2013. 04. 25.

The AGM has appointed dr. András Szecskay to chair the Annual General Meeting held on April 25, 2013, Mrs. Józsefné Figuly to be the keeper of the minutes, Mr. András Radó, an individual shareholder, to confirm the minutes of the meeting, and Mr. Róbert Rohály, to be the chairman of the vote counting committee.

Resolution of the AGM No.: 4/2013. 04. 25.

The AGM - taking into account and accepting the Report submitted by PricewaterhouseCoopers Auditing Ltd., in its capacity as statutory auditor of the Company, and the Report submitted by the Supervisory Board - including the report of the Audit Board - **has acknowledged and approved** the consolidated Report of the Board of Directors regarding the operation and business activities of the Richter Group in the 2012 business year prepared in accordance with international accounting standards, with a balance sheet total of **HUF 672,237 million** and **HUF 49,080 million** as the profit for the year.

Resolution of the AGM No.: 5/2013. 04. 25.

The AGM - taking into account and accepting the Report submitted by PricewaterhouseCoopers Auditing Ltd., in its capacity as statutory auditor of the Company, and the Report submitted by the Supervisory Board - including the report of the Audit Board as well - **has acknowledged and approved** the Report of the Board of Directors of the Company regarding the operation and business activities of the Company in the 2012 business year.

Resolution of the AGM No.: 6/2013. 04. 25.

The AGM **has approved** the payment of **HUF 12,270,588,000 as a dividend** (which is equal to 66 % of the face value of the common shares, that is HUF 660 per shares with a nominal value of HUF 1,000) **relating to the common shares** from the 2012 after-tax profit of the Company amounting to **HUF 43,908,029,000**. The AGM instructed the Board of Directors to pay the dividends proportionally with the number of shares to the common shareholders registered in the Share-Register on June 10, 2013. The payment of the dividends shall commence on June 17, 2013. The detailed rules of the dividends payments shall be set out and published by May 17, 2013 by the Board of Directors.

Resolution of the AGM No.: 7/2013. 04. 25.

The AGM **has approved** that the amount of **HUF 31,637,441,000** - which amount remained from the **HUF 43,908,029,000** after-tax profit of the Company for the business year 2012, after the payment of the dividends relating to the common shares - shall be deposited into the accumulated profit reserves of the Company.

Resolution of the AGM No.: 8/2013. 04. 25.

The AGM has accepted and **has approved** the 2012 Annual Report of the Company, including the audited 2012 balance sheet with a total of **HUF 654,953 million** and **HUF 43,908 million** as the after-tax profit, prepared and audited in accordance with Hungarian accounting principles by PricewaterhouseCoopers Auditing Ltd. (Éva Barsi, auditor).

Resolution of the AGM No.: 9/2013. 04. 25.

The AGM - taking into account the approval by the Supervisory Board - **has acknowledged and approved** the Corporate Governance Report of the Company as proposed by the Board of Directors of the Company.

Resolution of the AGM No.: 10/2013. 04. 25.

The AGM **has acknowledged and approved** the transformation of the Company's 18,637,486 that is eighteen-million six-hundred-and-thirty-seven-thousand four-hundred-eighty-six dematerialized registered common shares, each with a nominal value of HUF 1,000 to 186,374,860 that is one-hundred-eighty-six-million three-hundred-and-seventy-four-thousand eight-hundred-and sixty dematerialized registered common shares, each with a nominal value of HUF 100, by splitting the nominal value in a ten-to-one ratio.

Resolution of the AGM No.: 11/2013. 04. 25.

The AGM **has approved** the amendment of the Statutes concerning the necessary in connection with the splitting of the nominal value of Richter shares in a ten-to-one ratio, according to Annex 1 Section 1 of the Minutes of the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No.: 12/2013. 04. 25.

The AGM **has approved** the amendment refining the regulations of the Statutes concerning the Supervisory Board members elected as employee delegates according to Annex 1 Section 2 of the Minutes of the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No.: 13/2013. 04. 25.

The AGM **has approved** the amendment of Annex B of the Statutes concerning the exercising of employer's rights over the employees of the Company according to Annex 1 Section 3 of the Minutes of the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Resolution of the AGM No.: 14/2013. 04. 25.

The AGM **has authorized the Board of Directors of the Company** to purchase its own common shares (i.e. shares issued by Gedeon Richter Plc.), by the date of the year 2014 AGM, either in circulation on or outside the stock exchange, the aggregated nominal value of which shall not exceed 10% of the then prevailing registered capital of the Company and at a purchase price which shall not be higher than the trading price at the stock exchange plus 10%. The purchase of its own shares shall serve the following purposes:

- the facilitation of the realization of Richter's strategic objectives, thus particularly the use of its own shares as means of payment in acquisition transactions,
- the assurance of shares required for the incentive systems for Richter's share-based employees and executive employees.

Resolution of the AGM No.: 15/2013. 04. 25.

The AGM **has approved the re-election of Christopher William Long** as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2016.

Resolution of the AGM No.: 16/2013. 04. 25.

The AGM **has approved the re-election of dr. Gábor Gulácsi** as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2016.

Resolution of the AGM No.: 17/2013. 04. 25.

The AGM **has approved the re-election of Csaba Lantos** as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2016.

Resolution of the AGM No.: 18/2013. 04. 25.

The AGM **has approved the election of dr. Csaba Polacsek** as Member of the Board of Directors for a period of 3 years expiring on the AGM in 2016.

Resolution of the AGM No.: 19/2013. 04. 25.

The AGM **has approved** the unchanged honoraria for the members of the Company's Board of Directors for 2013 effective as of January 1, 2013 according to the following:

President of the Board of Directors:	HUF 625,000/month
Members of the Board of Directors:	HUF 520,000/month/member

Resolution of the AGM No.: 20/2013. 04. 25.

The AGM **has approved** the shareholder motion of Pioneer Befektetési Alapkezelő Zrt. (Pioneer Fund Management Ltd.) according to which the president and members of the Board of Directors shall receive the following reward for their annual activities in 2012:

President of the Board of Directors:	HUF 625,000
Members of the Board of Directors:	HUF 520,000/member

Resolution of the AGM No.: 21/2013. 04. 25.

The AGM **has approved** the unchanged honoraria for the members of the Company's Supervisory Board in regard to the 2013 business year as of January 1, 2013 as follows:

Chairman of the Supervisory Board:	460,000 HUF/month
Members of the Supervisory Board:	375,000 HUF/month/member

Resolution of the AGM No.: 22/2013. 04. 25.

The AGM **has approved** the election of **PricewaterhouseCoopers Auditing Ltd.** (H-1077 Budapest, Wesselényi u. 16., Hungarian Chamber of Auditors registration no.: 001464, individual auditor in charge: Ms. Éva Barsi, Hungarian Chamber of Auditors registration no.: 002945) as the Company's statutory **auditor** for a period of one year expiring on April 30, 2014, but not later than the approval of the 2013 consolidated report.

Resolution of the AGM No.: 23/2013. 04. 25.

The AGM **has approved** the honoraria amounting to **HUF 19 million + VAT** for **PricewaterhouseCoopers Auditing Ltd.** for its performance as auditor of the Company in 2013. The honoraria includes the fee for the auditing of the non-consolidated 2013 annual report in accordance with the Hungarian Accounting Act, the fee for examining the consonance between the non-consolidated annual report and business report for 2013, the fee for the auditor's report relating to the 2013 consolidated report and business report prepared in accordance with IFRS accounting principles, the fee for auditing the Company's interim financial statement which shall be completed on the accounting date of August 31, 2013 in accordance with the Hungarian Accounting Act, and the reviewing of the quarterly reports prepared for the Hungarian Stock Exchange.

Chemical Works of Gedeon Richter Plc.