

REMUNERATION POLICY

(Text consolidated with amendments)

PREAMBLE

Gedeon Richter Plc. (hereinafter: the Company) shall develop its remuneration policy pursuant to the relevant effective Hungarian and European Union legislation¹.

The purpose of the Remuneration Policy is to provide an incentive for the Company's senior executives to improve their performance in the interest of the Company's profitable operation.

The Remuneration Policy is compatible with efficient and effective risk management. It does not induce to undertaking risks beyond the Company's limit of exposure, is aligned with the Company's business strategy, long-term interests and sustainability, and promotes their realisation and achievement. Through its Remuneration Policy the Company intends to promote the enhancement of its innovation-based economic performance.

I. PERSONAL SCOPE OF THE REMUNERATION POLICY

1.1. Members of the Board of Directors, the Supervisory Board, as well as the chief executive officer and the deputy chief executive officer(s) (hereinafter: Directors) fall within the personal scope of the Remuneration Policy.

1.2. The Company's Remuneration Policy distinguishes persons who are employed by the Company as Executives to perform the tasks associated with their job, and in consideration of their status as employees they receive separate remuneration (salary and other benefits) in addition to, or in the absence of, their remuneration as members of the Board of Directors or Supervisory Board.

II. GENERAL REMUNERATION CONCEPT

2.1. Increasing the Company's economic performance is supported by the development of a remuneration system that provides transparent and predictable remuneration, in line with the company's business strategy, to the Executives falling within the scope of the Remuneration Policy.

2.2. Equitable and consistent remuneration based on performance and coordinated with business goals, the Company's sustainability and the interests and values of employees is a fundamental the interest for the Company to contribute to enhancing the commitment to the

¹ primarily, Act LXVII of 2019 on The Promotion of Long-term Shareholder Engagement and The Modification of Certain Legal Acts for Harmonization of the Law; as well as Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement

Company and performance of the Executives falling within the scope of the Remuneration Policy with appropriate motivation and incentive.

III. REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

3.1. The Board of Directors shall be the Company's managing body. It shall represent the Company with third parties, in court and before other authorities. The Board of Directors shall develop and control the Company's operation and shall exercise employer's rights over the Chief Executive Officer. The Board of Directors is competent to take all decisions necessary for the management of the Company which are not the exclusive competence of the General Meeting or any other corporate body by law or the Statutes².

The Board of Directors operates the following subcommittees³:

Corporate Governance and Nomination Subcommittee:

- makes proposals to the Board of Directors on the number and composition of the Board of Directors and the Supervisory Board in accordance with needs as they arise, and makes proposals on the requirements of independence, qualification and professional experience of proposed candidates;
- prepares decisions of the Board of Directors on candidates for the Board of Directors and the Supervisory Board by recommending suitable candidates and by evaluating candidates proposed by the shareholders' representatives;
- monitors the implementation of the approved principles of corporate governance, prepares annual reports to the Board of Directors, and proposes necessary changes and additions to them.

Remuneration Subcommittee:

- evaluates experiences related to the remuneration system of members of the Board of Directors and the Supervisory Board, and makes proposals as to its amendment taking into consideration the relevant effective legal regulations;
- makes proposals to the Board on the evaluation of the performance of the Managing Director and his remuneration;
- give opinion on the Company's Remuneration policy and its amendments prepared by the Executive Board, before it is discussed by the Board of Directors;
- give opinion on the Company's Remuneration report prepared by the Executive Board, before it is discussed by the Board of Directors.

² Text effective from 9 March 2023. Addition in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

³ Amendment effective from 9 March 2023, in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

ESG Subcommittee:

- monitors on an ongoing basis the ESG requirements set by domestic and international capital markets and their changes;
- makes proposals to the Board of Directors to ensure the Company's compliance with ESG requirements, taking into account the Company's industrial and organisational specificities and investor feedbacks.

3.2. All members of the Board of Directors receive fixed monthly remuneration for serving on the Board. The fixed remuneration (honorarium) is paid to the members of the Board of Directors monthly in arrears, by the 15th day of the month following the month in question.⁴

3.3. The members of the subcommittees established by the Board of Directors shall receive, in addition to the fixed monthly honorarium, based on meetings⁵ attended, set at the same level for each subcommittee meeting, but with an annually capped amount (hereinafter referred to as the "meeting fee"). The meeting fees payable to subcommittee members for the year in question shall be calculated on the basis of the subcommittee statistics (*number of subcommittee meetings, names of subcommittee members present per meeting*) prepared by the Secretary of the Board of Directors for the year in question and paid in one lump sum by 31 January of the calendar year following the calendar year in question.⁶

3.4. The so-called non-executive members of the Board of Directors who do not have any other legal relationship with the Company other than their membership on the Board of Directors⁷ shall receive, in addition to the fixed monthly remuneration and the so-called meeting fee, a variable number of Richter common shares (hereinafter referred to as "share remuneration"), which shall be dependent on the financial performance of the Company. The share remuneration is paid subsequently, within 30 days of the annual general meeting closing the financial year in question, by crediting the shares to the securities account of the persons concerned.⁸

The annual share remuneration consists of two components and amounts to 1,500 shares per member. 50% of the remuneration is dependent on the annual growth of the sales revenue of the Pharmaceuticals Production in euros, and the other 50% is dependent on the annual growth of the results of operating activities before special items of the Pharmaceuticals Production (Pharmaceuticals Production OPBSI) in euros. For both remuneration

⁴ Amended and supplemented text effective from 9 March 2023.

⁵ A meeting shall be a meeting formally convened by the Chairperson of the body by means of a written invitation containing a predetermined agenda, held in the presence of the members simultaneously in person or by video conference or by any other appropriate means of electronic communication *which permits the identification of, and the mutual, continuous and direct communication between, the members and the invitees, without any restrictions*, and for which a certified record of proceedings has been drawn up, signed at least by the Chairperson of the body.

⁶ Amendment effective from 9 March 2023, in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

⁷ Members of the Board of Directors who are not employed by the Company shall be considered by the Company as non-executive members of the Board of Directors.

⁸ Amendment effective from 9 March 2023, in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

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).

3.5. After deliberating the proposal of the Remuneration Subcommittee, the Board of Directors shall submit to the Annual General Meeting the proposal for the resolution on the amount of monthly honorarium and the meeting fee as well as the rate of the share remuneration due for the current business year⁹.

3.6. The proposal for the amount of honorarium and the meeting fee and as well as the rate of the share remuneration shall be made in consideration of the Company's financial performance in the previous year and the base salary and wage increase of employees envisioned for the current year, as well the practice of domestic blue chip companies and European mid-sized pharmaceutical companies¹⁰.

3.7. The share remuneration is a long-term incentive for non-executive directors as variable remuneration. It is intended to encourage, retain or maintain non-executive directors' long-term incentive to achieve, maintain or increase the share price in line with shareholders' interests and to pay dividends. To this end, the shares granted are subject to a two-year holding obligation (prohibition of alienation).¹¹ This also ensures the interest of non-executive Board members in the increase in the price of Richter shares within the two-year holding period.

3.8. The share remuneration is a net benefit granted by the Company. The Company will ensure that the tax(es), contribution(s) and any other public charges payable by the non-operative members of the Board of Directors concerned in connection with the acquisition of the shares awarded are paid in accordance with the legislation effective at the time. The Company's coverage of the payment of taxes and contributions (in the form of a cash benefit) does not extend to the payment of any additional tax(es) or costs (e.g., dividend and profit tax) incurred by the non-operative members of the Board of Directors concerned arising upon exercising the rights attached to the shares granted or in connection with the disposal of the shares granted. Accordingly, the share remuneration as incentive includes an additional cash benefit to the non-operative members of the Board of Directors which equals the amount of the gross amount of the tax(es) and contribution(s) payable by the Board of Directors concerned in connection with the acquisition of the shares, based on the legislation effective at the time. The cash benefit related to the share remuneration is paid within 30 days of the annual general meeting closing the financial year in question.¹²

⁹ Supplemented text effective from 9 March 2023

¹⁰ Amendment and addition effective from 9 March 2023.

¹¹ Addition effective from 9 March 2023, in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

¹² Addition effective from 9 March 2023, in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

3.9. The monthly remuneration of the chairman of the Board of Directors shall be higher than that of the members of the Board of Directors. Non-executive members of the Board of Directors are awarded identical numbers of shares¹³.

3.10. If in consideration of the Company's performance in the previous business year a significant shareholder of the Company makes a proposal for a bonus to the members of the Board of Directors in excess of their regular honorarium, meeting fee and the share remuneration, the Board of Directors shall submit such proposal to the Annual General Meeting under the agenda item on the remuneration of the members of the Board of Directors. The proposed bonus may only be a one-off fixed amount remuneration.¹⁴

3.11. Members of the Board of 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 Directors shall not be entitled to any payment in regard of their former directorship, 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 subcommittee membership, and, in the case of a non-executive member of the Board of Directors, 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 subsidiaries¹⁵.

3.12. All remuneration of members of the Board of Directors established by resolution shall be in the public domain¹⁶.

IV. REMUNERATION OF MEMBERS OF THE SUPERVISORY BOARD

4.1. Members of the Supervisory Board receive a fixed monthly remuneration for serving on the Supervisory Board. The fixed remuneration (honorarium) is paid to the members of the Supervisory Board monthly in arrears, by the 15th day of the month following the month in question.¹⁷

4.2. In addition to the fixed monthly honorarium, the Chairman of the Supervisory Board shall be entitled to additional remuneration based on Board of Directors' meetings¹⁸ attended

¹³ Addition effective from 9 March 2023.

¹⁴ Amended and supplemented text effective from 9 March 2023.

¹⁵ Addition effective from 9 March 2023.

¹⁶ Addition effective from 9 March 2023.

¹⁷ Addition effective from 9 March 2023.

¹⁸ A meeting shall be a meeting formally convened by the Chairperson of the body by means of a written invitation containing a predetermined agenda, held in the presence of the members simultaneously in person or by video conference or by any other appropriate means of electronic communication *which permits the identification of, and the mutual, continuous and direct communication between, the members and the invitees,*

by him (hereinafter referred to as "meeting fee"), set at the same level for each meeting of the Board of Directors¹⁹.

4.3. A three-member Audit Board operates at the Company, the members of which are chosen from among the independent members of the Supervisory Board by the General Meeting. The Audit Board is responsible for overseeing the Company's internal accounting procedures. Those members of the Supervisory Board who also serve on the Audit Board, with respect to their membership in the Audit board, shall receive additional remuneration (meeting fee)²⁰ based on meetings²¹ attended, set at the same level in each Audit Board meetings, but with an annually capped amount.

4.4. The meeting fees payable to the Chairman of the Supervisory Board and the members of the Audit Board respectively under Sections 4.2. and 4.3. for the year in question shall be calculated on the basis of the statistics (*in respect of the Chairman of the Supervisory Board number of meetings of the Board of Directors attended by the Chairman of the Supervisory Board, and in respect of the members of the Audit Board, the number of Audit Board meetings, names and number of members of the Audit Board present per meetings*) 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.²²

4.5. Members of the Supervisory Board shall receive no remuneration that comprises variable components or performance-based remuneration, excluding the meeting fees for the Chairman of the Supervisory Board and the members of the Audit Board in connection with their office²³.

4.6. After deliberating the proposal of the Remuneration Subcommittee, the Board of Directors shall submit to the Annual General Meeting the proposal for the resolution on the amount of monthly honorarium and the amount of the meeting fee due to the Chairman of the Supervisory Board and the members of the Audit Board due for the current business year²⁴.

4.7. The proposal for the amount of the honorarium and the meeting fee of the Chairman of the Supervisory Board and the members of the Audit Board shall be made in consideration of the Company's financial performance in the previous year and the base salary and wage increase of employees envisioned for the current year and the practice of domestic blue chip companies and European mid-sized pharmaceutical companies²⁵.

without any restrictions, and for which a certified record of proceedings has been drawn up, signed at least by the Chairperson of the body.

¹⁹ Addition effective from 9 March 2023.

²⁰ Addition effective from 9 March 2023.

²¹ A meeting shall be a meeting formally convened by the Chairperson of the body by means of a written invitation containing a predetermined agenda, held in the presence of the members simultaneously in person or by video conference or by any other appropriate means of electronic communication *which permits the identification of, and the mutual, continuous and direct communication between, the members and the invitees, without any restrictions*, and for which a certified record of proceedings has been drawn up, signed at least by the Chairperson of the body.

²² Addition effective from 9 March 2023.

²³ Addition effective from 9 March 2023.

²⁴ Addition effective from 9 March 2023.

²⁵ Addition effective from 9 March 2023.

4.8²⁶. The monthly remuneration of the chairman of the Supervisory Board shall be higher than that of the members of the Supervisory Board.

4.9. Members of the Supervisory Boards 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 subsidiaries²⁷.

4.10. All remuneration of the members of the Supervisory Board and the Audit Board established by resolution shall be in the public domain²⁸.

4.11. The Remuneration Policy does not cover the remuneration of the employee representatives on the Supervisory Board resulting from their employment relationship with the Company (determination, description of the principles, components, amount, etc. of remuneration), 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 harmonization, their Supervisory Board membership qualifies them as Directors.²⁹

V. ELEMENTS OF THE REMUNERATION OF DIRECTORS EMPLOYED BY THE COMPANY

Remuneration based on employment may include the following elements:

²⁶ A purely technical amendment (renumbering the sections).

²⁷ Addition effective from 9 March 2023.

²⁸ Addition effective from 9 March 2023.

²⁹ Addition effective from 9 March 2023, in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

Fixed elements of remuneration (i.e. elements not linked to performance)³⁰:

- Base salary
- Honorarium
- Fringe benefits
 - Employees' cafeteria benefits
 - Company vehicle and fuel card
 - Life and accident insurance
 - Corporate health insurance and complex health screening
 - Other fringe benefits, e.g. school-start subsidy, Christmas gift package³¹
- Remuneration from subsidiaries
- Contribution to voluntary pension scheme
- Other fixed remuneration³²

Variable elements of remuneration (i.e. elements linked to performance)³³:

- Relating to one year³⁴:
 - Bonus
 - Other reward
- Long-term (multi-year):
 - Remuneration through the Employee Participation Program (EPP)
- Other³⁵
- Extraordinary items

³⁰ Amended text effective from 9 March 2022. The amended and restructured categorisation and listing of remuneration components is based on the non-binding recommendations issued by the European Commission on the standardised presentation of remuneration reports (See: *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*). Taking into account on one hand that the Remuneration Policy was approved - in an advisory format - by the Board of Directors acting in the competence of the AGM, with Resolution No. 13/2020. 04. 28. adopted on 28 April 2020, based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency, and with regard to the circumstance on the other hand that the respective Remuneration Policy is applicable from 2021 and the first remuneration report of the Company (on year 2021) will be issued in the year 2022, this amendment does not reflect the votes and views of shareholders on the remuneration policy and the remuneration report.

³¹ Clarified text effective from 9 March 2023.

³² Clarified text effective from 9 March 2023.

³³ Amended text effective from 9 March 2022. The amended and restructured categorisation and listing of remuneration components is based on the non-binding recommendations issued by the European Commission on the standardised presentation of remuneration reports (See: *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*). Taking into account on one hand that the Remuneration Policy was approved - in an advisory format - by the Board of Directors acting in the competence of the AGM, with Resolution No. 13/2020. 04. 28. adopted on 28 April 2020, based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency, and with regard to the circumstance on the other hand that the respective Remuneration Policy is applicable from 2021 and the first remuneration report of the Company (on year 2021) will be issued in the year 2022, this amendment does not reflect the votes and views of shareholders on the remuneration policy and the remuneration report.

³⁴ Clarified text effective from 9 March 2023.

³⁵ Clarified text effective from 9 March 2023.

5.1. Fixed elements not linked to performance

Base salary

The base salary is 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 chief executive officer'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.

Minimum and maximum of the monthly gross base salary³⁶:

	Minimum (HUF)	Maximum (HUF)
CEO	4,500,000.00	8,000,000.00
Other Directors employed by the Company	2,000,000.00	4.500.000,00

Honorarium:

Fixed remuneration, paid monthly to the Board of Directors, the Supervisory Board and, - *where subcommittee members are remunerated* - to subcommittee members. Proposals for decisions on the amount of the honoraria to be paid to the members of the Board of Directors each month in a given financial year are submitted by the Board of Directors to the Annual General Meeting of the Company after having received and discussed the proposal of the Remuneration Subcommittee. The amount of the honoraria is proposed by the Board of Directors taking into account the financial performance of the Company in the previous year and the average base salary and wage increase foreseen for the employees in the given financial year. The amount of the monthly fees of the Chairman of the Board of Directors, of the Supervisory Board and, - *if the members of the subcommittees are remunerated* -, of the subcommittees exceeds the amount of the monthly fees of the other members of the respective body.

Fringe benefits:

Employees' Cafeteria benefits:

Under the Company's current Cafeteria Policy, Directors are entitled to receive the Cafeteria allowance according to the same principles and rules as all employees.

³⁶ Addition effective from 9 March 2023, in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

Company vehicle and fuel card

The company vehicle and fuel card may be provided in accordance with the Company's Vehicle Use Regulations.

Life and accident insurance

The persons concerned may be provided extensive life and health insurance according to the same principles and rules as those pertaining to every employee.

Corporate health insurance including complex health screening

The persons concerned may have recourse to private health care services offered by a health service provider contracted by the Company according to the same principles and rules as those pertaining to every employee, and after the expiry of their trial period they may participate in the Company's complex screening program aimed at health maintenance and health awareness and early detection of diseases.

Other fringe benefits

Directors may benefit from the Company's extensive fringe benefits scheme (e.g. school-start allowance, Christmas gift package) in accordance with the rules in force at the all times.

Remuneration from subsidiaries

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.

Contribution to voluntary pension scheme

The persons concerned may receive 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

Other elements of remuneration not linked to performance and not listed above include remuneration or cost refund based on future market practices, customs or technological innovation (e.g. inventor's royalty, long service recognition award), the aggregate amount of which shall not exceed 10% of the annual base salary.

5.2. Variable elements linked to performance

One-year:

Bonus³⁷:

As the persons concerned undertake priority tasks that have material effect on the Company's profits, the company intends to make them interested in improving profitability and maintaining their employment in a longer term. In light of this, the Company rewards work of outstanding importance or effectiveness with a bonus.

The bonus defined as a certain percentage of the base salary (fixed remuneration) shall also be determined on the basis of market-related current wage benchmark data, also in consideration of the Company's individual classification system.

Detailed conditions of bonus allocation are contained in the Company's effective bonus regulations. One part of the bonus (between 70-100% - job-dependent percentage) is related to meeting individual goals, the other part (between 0-30% - job-dependent percentage) is related to meeting corporate targets. Corporate targets are linked to the Company's performance and responsible cost management. The final level of payment will be determined on the basis of the performance evaluation of the directors employed by the Company.

The determination of the chief executive officer's bonus - including its amount set as a percentage of the base salary, and the bonus goals – is made based on the decision of 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.³⁸

The amount of the bonus as a short-term incentive is based on a fixed percentage of the annual base salary for Directors employed by the Company, determined by the internal Korn Ferry level of the job.

Position	Percentage of annual bonus
CEO	100%
Deputy Managing Director (CFO)	50%

The maximum bonus payout is 100%.

The Directors are responsible for the Company's operating results and other financial, product development and product launch performance indicators, which are set by the Company's Board of Directors for the CEO and by the CEO for the other Directors. Other financial targets may include efficiency, investment and cost-related indicators.

³⁷ Text effective from 9 March 2023. The text of this section has been supplemented in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report for 2021 submitted to the 2022 Annual General Meeting for an advisory vote and in relation to the amendment to the Remuneration Policy to be submitted to the 2022 Annual General Meeting for an advisory vote.

³⁸ Amended text effective from 9 March 2022. It is a completion of a technical nature to the description of the bonus, with regard to the fact that the bonus of the chief executive officer is determined by the Board of Directors. Taking into account on one hand that the Remuneration Policy was approved - in an advisory format - by the Board of Directors acting in the competence of the AGM, with Resolution No. 13/2020. 04. 28. adopted on 28 April 2020, based on Subsection (1) of Section 5 and Section 9 of decree no. 102/2020 (10 April) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency, and with regard to the circumstance on the other hand that the respective Remuneration Policy is applicable from 2021 and the first remuneration report of the Company (on year 2021) will be issued in the year 2022, this amendment does not reflect the votes and views of shareholders on the remuneration policy and the remuneration report.

The Directors are also responsible for non-financial performance indicators. Sustainable development is a priority for the Company and to this end the Board of Directors sets ESG (Environmental, Social and Governance) and other non-financial targets, such as those related to development, for the CEO, which the CEO may also set for the other Directors.

Other premium: Premium paid under the terms and conditions set out in the Company's respective premium regulations, but not detailed above.

Long-term (multi-year):

Employee Participation Program (EPP)³⁹:

The Company has operated an Employee Participation Program (hereinafter: the Program) as a form of remuneration since 2018. Participants in the Program receive financial benefit in cases where the corporate performance criteria set out annually in the remuneration policy or policies (hereinafter: EPP Remuneration Policy) provided for by Act XVII of 1992 on Employee Participation Programs (hereinafter: the EPP Act) are met. The extent of such remuneration is determined in the EPP Remuneration Policy. Pursuant to the relevant provisions of the EPP Act and Act V of 2013 on the Civil Code, the Company has set up Gedeon Richter Plc. Employee Participation Program Organisation (hereinafter: EPP Organisation) for the management of, and benefit payment from, funds that can be acquired in the context of the EPP Remuneration Policy adopted and to be adopted by the Company's Board of Directors. As the supreme powers of the EPP Organisation as a body are not exercised by the Company, it shall be considered independent of the Company pursuant to the provisions of the EPP Act; furthermore, pursuant to the provisions of Act C of 2000 on Accounting, the EPP Organisation shall not be considered as a subsidiary of the Company.

In all cases, the Remuneration Policy of the EPP programmes includes a **corporate performance indicator** relating to the Company's profitability as a condition for the remuneration.

At the end of the program, if the remuneration condition is fulfilled, the EPP Organisation's management will convert the shares into cash in the manner specified in the EPP By-laws, withdraw the shareholdings to which the participants are entitled, and settle accounts with the participants in the program in accordance with the provisions of the EPP By-laws. The Company will transfer Richter shares to the EPP Organisation, but the Directors may receive the payments due to them as individuals not in stock but in cash (by bank transfer). This ensures that the Directors will have an interest in increasing the price of Richter shares during the two-year holding period, just as other participants in the EPP programmes (not classed as Directors) will. So **EPP is a share-based benefit, but paid in cash at the end of the vesting period.**

³⁹ Text effective from 9 March 2023. The text of this section has been supplemented in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

The rate of the EPP as a long-term incentive is based on the job's internal Korn Ferry level for directors employed by the Company. The final level of payment will be determined on the basis of the performance evaluation of the directors employed by the Company.

If the corporate performance criteria set out in the EPP Remuneration Policies are met, 50% of the individual benefit values are paid out, while the other 50% are contingent on individual performance evaluations.

The maximum payout under the EPP plan is 120% for the CEO and 100% for the other Directors.

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.

If the statutory provisions do not allow that the EPP Organisation make payments in a given year, the Company may pay a gross amount (payroll cost) premium to participants in the Program with identical terms. Such premium shall be taxed as wage.

Other variable remuneration

Other forms of premium linked to performance and not listed above include premium based on future market practices, customs or technological innovation, the aggregate amount of which shall not exceed 20% of the annual base salary.

Extraordinary items: Remuneration components not fixed in advance above, the total of which may not exceed 20% of the annual base salary.

5.3. The total amount of variable, i.e. performance-linked elements of remuneration shall be no more than 0-80% of the total remuneration⁴⁰. It is to be noted, however, that the amounts

⁴⁰ Text effective from 9 March 2022, amended with respect to the resolution No. 110/2021. adopted by the Board of Directors of the Company unanimously on 9 November 2021. According to the said resolution: "*With reference to Section 9.1-9.3 of the Remuneration Policy adopted by the Board of Directors on 23 March 2020 by resolution no. 30/2020. and approved in an advisory competence with Resolution No. 13/2020. 04. 28. of the Board of Directors acting in the competence of the AGM, based on Subsection (1) of Section 5 and Section 9 of the decree no. 102/2020 (IV.10.) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency, the Board of Directors approves the deviation from the requirement in the first sentence of Section 5.3 of the Remuneration Policy with the content that the total amount of variable, i.e. performance-linked elements of remuneration shall be maximised at 0-80% of the total remuneration. In respect of the 2021 remuneration of the affected parties, the Board of Directors accepts the derogation from the referenced section of the Remuneration Policy as a measure serving the purpose of the Company's long-term interests and sustainable operation, meeting the requirements set out in Act LXVII of 2019 on The Promotion of Long-term Shareholder Engagement and The Modification of Certain Legal Acts for Harmonization of the Law. The Board of Directors proposes that by early 2022, the Company shall prepare the comprehensive proposal for the amendment of the Remuneration Policy, which the Board of Directors will discuss and then propose to the general meeting for an advisory vote.*" Taking into account on one hand that the Remuneration Policy was approved - in an advisory format - by the Board of Directors acting in the competence of the AGM, with Resolution No. 13/2020. 04. 28. adopted on 28 April 2020, based on Subsection (1) of Section 5 and Section 9 of Decree No. 102/2020 (10 April) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency, and with regard

of variable (i.e. performance-linked) remuneration and fixed remuneration upon payment is not constant as such amounts may vary depending on a number of factors not linked to performance (for example vehicle use or health care services used); consequently, a precise rate cannot be determined.

5.4. Allocation of the above variable, i.e. performance-linked remuneration is subject to meeting the financial and other conditions determined in detail for the current period by the Company's Board of Directors and other bodies and officers, taking into consideration the current social, market, legal and taxation environment as well as criteria of corporate social responsibility.

5.5⁴¹. When determining the above conditions, the Company's Board of Directors and other bodies and officers shall take into account the Company's business strategy, long-term interests and sustainability, considerations of corporate social responsibility, as well as the Company's effective rules and regulations.

5.6. When determining whether measurable criteria have been fulfilled, the Company shall consider the percentage of fulfilment. The Company shall consider non-measurable criteria fulfilled if the given criteria are fully met. When determining the above criteria the Board of Directors of the Company may apply other methods of evaluation that are reasonable or recognised and accepted by the market.

5.7. The condition for paying the above premiums is that the employee must be employed by the Company when the fulfilment of criteria is examined. Premium duly paid based on the fulfilment of the prescribed criteria cannot be reclaimed.

VI. TERM AND TERMINATION OF THE CONTRACT, AND RETIREMENT BENEFITS OF DIRECTORS EMPLOYED BY THE COMPANY

6.1. The employment contract of the persons concerned is for an unlimited term and contains no special stipulations regarding retirement; should the contract be terminated by the employer, given the job, position and responsibility of the persons concerned, the contract may contain a competition clause in accordance with the relevant effective labour law regulations.

6.2. In the event of termination by the employer, the period of notice, conditions of termination and severance pay, other payments related to termination shall be determined in accordance with the relevant effective labour law regulations, the employment contract of the person concerned, and the Company's Collective Contract.

6.3. The persons concerned shall be entitled to old-age pension, supplementary pension benefit or disability benefit in accordance with the relevant effective statutory provisions.

to the circumstance on the other hand that the respective Remuneration Policy is applicable from 2021 and the first remuneration report of the Company (on year 2021) will be issued in the year 2022, this amendment does not reflect the votes and views of shareholders on the remuneration policy and the remuneration report.

⁴¹ The amendment is only a correction of technical nature (correction of the numbering of the provisions).

VII. LIABILITY INSURANCE OF THE DIRECTORS

The liability insurance taken out by the Company covers every former, current and future member of the Board of Directors and Supervisory Board including their position at the subsidiaries, as the case may be; furthermore, it covers every former, current and future employee of the Company in executive positions.

VIII. THE PROCEDURE OF DETERMINATION AND IMPLEMENTATION THE REMUNERATION POLICY

8.1. Commissioned by the chief executive officer of the Company, the Remuneration Policy shall be drafted by the director of human resources with the support of the deputy managing director for finance and the secretary of the Board of Directors, and shall be submitted to the Board of Directors by the chief executive officer. Based on the proposal of the chief executive officer, the Remuneration Subcommittee of the Board of Directors shall first discuss, appraise, and give an opinion on the draft Remuneration Policy. The Remuneration Subcommittee's appraisal and opinion shall be presented to the Board of Directors by the chairman of the Remuneration Subcommittee. Having heard the appraisal and opinion of the Remuneration Subcommittee, the Board of Directors shall pass a resolution on the agenda item on the Remuneration Policy. The Board of Directors shall approve the Remuneration Policy for a fixed term of four (4) years. The Board of Directors shall submit the Remuneration Policy approved by it to the next Annual General Meeting of the Company to advisory vote.⁴² The general rules of conflict of interest shall be applicable for the decision-making.

8.2. In order to take into consideration the wages and terms of employment of its employees when determining the Remuneration Policy, the Company has set up job levels for the entire organisation based on the job evaluation methodology of the internationally renowned human resource consultancy firm Korn Ferry. Building on this basis, the company has created its unique GR (Gedeon Richter)-specific classification which covers every job. Every employee has been classified in the job matrix based on the complexity of their job.

8.3. Participation in the annual income level surveys ensures that base salaries and wages are in harmony with market trends. The Company gathers wage market benchmark data for each job from the income level surveys of Korn Ferry and the internationally renowned consultancy Willis Towers. The annual general base salary and wage rise is determined in consultation with the representative advocacies.

8.4. The Company may pay remuneration to the Directors on the basis of the Remuneration Policy submitted to the Annual General Meeting to advisory vote.

8.5. In the case of a positive outcome of the advisory vote by the Annual General Meeting, the chief executive officer shall be responsible for the implementation of and supervision of the Remuneration Policy, with the exception of the remuneration of the chief executive officer.

⁴² Pursuant to Section 3:268 (2) of Act V of 2013 on the Civil Code: *In case of public companies limited by shares, the advisory vote on remuneration policy shall fall within the exclusive competence of the general meeting. The remuneration policy shall be put on the agenda of the general meeting if there is a substantial change to it, but at least once every four years.*

Payment of the chief executive officer's remuneration shall fall within the executive and supervisory powers of the chairman of the Board of Directors. In the course of implementation of the Remuneration Policy the secretary of the Board of Directors shall undertake legal control duties; the director of human resources shall provide professional opinion and operative support in labour issues; and the head of the organisational unit responsible for payroll accounts shall coordinate financial measures based on the instructions of the persons responsible for implementation.

IX. DEROGATION FROM THE REMUNERATION POLICY

9.1. Pursuant to the provisions of Section 17 (5) 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, the Company has the right to derogate⁴³ from this Remuneration Policy only in exceptional cases and temporary. Based on the resolution of the Board of Directors, exceptional cases are those cases where derogation from the Remuneration Policy is necessary in order to ensure the Company's long-term interests and sustainable operation or viability, including 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.⁴⁴

9.2. Any derogation from this Remuneration 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 Subcommittee and only in the cases set out in section 9.1.⁴⁵

9.3. In the event of derogation the Board of Directors is entitled to depart from any and all elements of the Remuneration Policy.

X. MISCELLANEOUS AND CLOSING PROVISIONS

10.1. The Board of Directors shall review the Remuneration Policy on an annual basis by 31 March of the year following the closing of the business year, and also on an ad hoc basis if any circumstance or change in relevant legislation so requires.

⁴³ "Any derogation from this Remuneration Policy may only be exceptional and temporary. Exceptional cases are those cases where derogation from the Remuneration Policy is necessary in order to ensure the Company's long-term interests and sustainable operation or viability. Even in such cases, derogation is only possible if the Remuneration Policy sets out the procedural conditions under which the derogation may be applied and specifies the elements of the Policy from which derogation may be made."

⁴⁴ Text effective from 9 March 2023, amended and supplemented in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

⁴⁵ Text effective from 9 March 2023, amended and supplemented in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report prepared from year 2021 submitted to the Annual General Meeting of 2022 for advisory vote and in relation to the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for advisory vote.

10.2. The Remuneration Policy shall be in the public domain through the Company's web site. The purpose of publication of the Remuneration Policy is to ensure transparency of the remuneration the company extends to the persons within the personal scope of the Remuneration Policy.

10.3 The benefits paid under the Remuneration Policy must not jeopardise the sustainability of the financial position and the effective operation of the Company.⁴⁶

10.4 The introduction of a remuneration element not included in this Remuneration Policy and the amendment of an existing element of the Remuneration Policy may only be made with the approval of the Remuneration Subcommittee of the Board of Directors, for the purpose of the long-term interests and sustainable operation of the Company, based on the proposal of the Board of Directors to the General Meeting for an advisory vote.⁴⁷

10.5 This Remuneration Policy, developed (amended and supplemented) by taking into account Act LXVII of 2019 on the encouragement of long-term shareholder engagement and the amendment of certain laws for the purpose of legal harmonisation shall be applicable for four years from 1 January 2021.⁴⁸

The text set out in this document, - also *assessed and proposed for adoption by the Remuneration Subcommittee of the Board of Directors* -, taking into in consideration the opinions expressed orally and in writing by shareholders before and after the 2022 Annual General Meeting and the votes cast by shareholders at the Annual General Meeting of 2022 on the Remuneration Policy⁴⁹ and its amendment⁵⁰ and on the Remuneration Report for 2021,

⁴⁶ Text effective from 9 March 2022. Supplementing provision of principle. Taking into account on one hand that the Remuneration Policy was approved - in an advisory format - by the Board of Directors acting in the competence of the AGM, with Resolution No. 13/2020. 04. 28. adopted on 28 April 2020, based on Subsection (1) of Section 5 and Section 9 of Decree No. 102/2020 (10 April) of the Government of Hungary on the deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency, and with regard to the circumstance on the other hand that the respective Remuneration Policy is applicable from 2021 and the first remuneration report of the Company (on year 2021) will be issued in the year 2022, this amendment does not reflect the votes and views of shareholders on the remuneration policy and the remuneration report.

⁴⁷ Addition effective from 9 March 2023, in the light of the votes cast and opinions expressed by shareholders orally and in writing in relation to the Remuneration Report for the year 2021 submitted to the Annual General Meeting of 2022 for an advisory vote and in relation with the amendment of the Remuneration Policy submitted to the Annual General Meeting of 2022 for an advisory vote.

⁴⁸ Amended and supplemented text effective from 9 March 2023.

⁴⁹ Remuneration Policy passed by the Board of Directors by Resolution No. 30/2022 on 23 March 2020 and adopted on an advisory basis by Board Resolution No. 13/2020.04.28 adopted within its competence of the general meeting pursuant to Section 5 (1) and Section 9 of Government Decree No. 102/2020 (10 April) on deviation provisions pertaining to the operation of partnerships and capital companies during the state of danger.

⁵⁰ By Resolution No. 110/2021 passed by unanimous decision on 9 November 2021, the Board of Directors resolved as follows: ***“With reference to Resolution No. 30/2020 passed by the Board of Directors on 23 March 2020 and Sections 9.1-9.3 of the Remuneration Policy approved on an advisory basis in the framework of Board Resolution No. 13/2020.04.28 adopted within its competence of the general meeting pursuant to Section 5 (1) and Section 9 of Government Decree No. 102/2020 (10 April) on deviation provisions pertaining to the operation of partnerships and capital companies during the state of danger, the Board of Directors hereby approves the deviation from the criterion set out in the first sentence of section 5.3 of the Remuneration Policy to the effect that the total amount of the variable (i.e. performance-dependent) components of the remuneration of those concerned in 2021 shall not exceed 0-80% of the total amount of their remuneration. In respect of the 2021 annual remuneration of those concerned, the Board of Directors approves the deviation from the provisions of the stated section of the Remuneration Policy as a measure intended to serve the goal of supporting the long-term interests and the sustainable operation of the Company in accordance with the***

reviewed by the Company in its entirety, amended, clarified and supplemented in terms of the contents of Chapters III, IV and V, presented in a new structure having regard to the non-binding recommendations issued by the European Commission on the standardised presentation of remuneration reports⁵², consolidated with the amendments, was approved by the Board of Directors on March 9, 2023.

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

The AGM has - in its advisory competence - approved the proposed amendments of the **Remuneration Policy** applicable from 2021, elaborated and proposed by the Board of Directors with respect to Act LXVII of 2019 on the Encouragement of Long-term Shareholder Engagement and Modification of Certain Acts with the Purpose of Legal Harmonization, approved by the Board of Directors acting in competence of the AGM by resolution No. 13/2020.04.28, modified by resolution no. 9/2022.04.12 of the AGM in its advisory competence, and approved the **Remuneration Policy consolidated with the amendments.**

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

criteria set out in Act LXVII of 2019 on the encouragement of long-term shareholder engagement and the amendment of certain laws for the purpose of legal harmonisation.” It proposes further that the Company prepare, for the start of 2022, a general proposal for the amendment of the Remuneration Policy, which the Board shall, after discussing it, put to the General Meeting for an advisory vote.

⁵² See: *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.*