



GEDEON RICHTER

DRAFT !!!

DRAFT RESOLUTIONS

of the Annual General Meeting of the
CHEMICAL WORKS OF GEDEON RICHTER PLC.

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

to be held on April 25, 2024

Draft Resolution of the AGM No. 1/2024. 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.

Draft Resolution of the AGM No. 2/2024. 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.

Draft Resolution of the AGM No. 3/2024. 04. 25.

The AGM has appointed Dr. András Szecskay to chair the Annual General Meeting held on April 25, 2024, Izabella Fruzsina Benczik to be the keeper of the minutes, András Radó, an individual shareholder, to confirm the minutes of the meeting, and Edina Éva Kollet, to be the chairman of and Annmária Éder and Nóra Major to be the members of the vote counting committee.

Draft Resolution of the AGM No. 4/2024. 04. 25.

The AGM - taking into account and accepting the Report submitted by Deloitte Auditing and Consulting 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 approved** the consolidated Financial Statements regarding the operation and business activities of the Richter Group in the 2023 business year prepared in accordance with International Financial Reporting Standards, with a **balance sheet total** of **HUF 1,361,217 million** and **HUF 160,651 million** as the **profit for the year**.

Chemical Works of Gedeon Richter Plc.

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Draft Resolution of the AGM No. 5/2024. 04. 25.

The AGM - taking into account and accepting the Report submitted by Deloitte Auditing and Consulting 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 approved** the Report of the Board of Directors of the Company regarding the business activities (the management; the financial situation and the business policy) of the Company in the 2023 business year.

Draft Resolution of the AGM No. 6/2024. 04. 25.

The AGM has accepted and **has approved** the 2023 individual Financial Statements of the Company, including the audited 2023 balance sheet with a total of **HUF 1,327,091 million** and **HUF 186,901 million** as the after-tax profit, prepared and audited in accordance with International Financial Reporting Standards by Deloitte Auditing and Consulting Ltd.

Draft Resolution of the AGM No. 7/2024. 04. 25.

The AGM approved the rate of dividend relating to common shares payable after the result of business year 2023 in **46%** of the consolidated after tax profit attributable to the owners of the parent company after impairment related adjustments, which is rounded to **423 HUF/share**, and means a 49.1% effective payment ratio in proportion to the consolidated after-tax profit.

The AGM **has thus approved the payment of HUF 78,834 million as a dividend** (which is equal to 423% of the face value of the common shares, that is HUF 423 per share with a nominal value of HUF 100) **relating to the common shares.**

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 6th, 2024. The payment of the dividends shall commence on June 13th, 2024. Dividends with respect to treasury shares shall be paid to shareholders entitled to dividends in proportion of the nominal value of their shares, pursuant to Section 7.11.1 of the Statutes. The detailed rules of the dividends payments shall be set out and published by May 24th, 2024 by the Board of Directors.

Draft Resolution of the AGM No. 8/2024. 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.

Draft Resolution of the AGM No. 9/2024. 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 resolutions no. 9/2022.04.12 and no. 9/2023.04.25. of the AGM in its advisory competence, **and approved the Remuneration Policy consolidated with the amendments.**

Draft Resolution of the AGM No. 10/2024. 04. 25.

The AGM **has - in its advisory competence - approved the Remuneration Policy** applicable for the years 2025-2028, 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.

Draft Resolution of the AGM No. 11/2024. 04. 25.

The AGM **has - in its advisory competence - approved** the Company's **remuneration report** on the year 2023 prepared by the Board of Directors pursuant to Act LXVII of 2019 on the Encouragement of Long-term Shareholder Engagement and Modification of Certain Acts with the Purpose of Legal Harmonization as included in the proposals for the AGM.

Draft Resolution of the AGM No. 12/2024. 04. 25.

The AGM **has approved** the amendment of Section 2 of the Statutes regarding the headquarter and branch offices of the Company, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Draft Resolution of the AGM No. 13/2024. 04. 25.

The AGM **has approved** the deletion of the first sentence in Section 8.3. of the Statutes regarding the request for registration in the Share Register, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Draft Resolution of the AGM No. 14/2024. 04. 25.

The AGM **has approved** the deletion of the last sentence of Section 9.7 (b) of the Statutes regarding the effectiveness of certain resolutions of the General Meeting, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Draft Resolution of the AGM No. 15/2024. 04. 25.

The AGM **has approved** the deletion of Section 11.2.10 of the Statutes regarding the annual determination of the remuneration of the elected directors, according to the proposals for the

AGM, as well as the consolidated version of the Company's Statutes including such modification.

Draft Resolution of the AGM No. 16/2024. 04. 25.

The AGM **has approved** the refinement and amendment of Section 11.5.3. of the Statutes regarding the submission of proposals for amendment of the agenda, new draft resolution or amendment of a draft resolution, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Draft Resolution of the AGM No. 17/2024. 04. 25.

The AGM **has approved** the deletion of the last sentence of Section 14.2. of the Statutes regarding the determination of the remuneration of the Board of Directors, according to the proposals for the AGM, as well as the consolidated version of the Company's Statutes including such modification.

Draft Resolution of the AGM No. 18/2024. 04. 25.

The AGM **has approved the Report of the Board of Directors** on the treasury shares acquired by the Company based upon the authorization in resolution No. 14/2023.04.25. of the AGM.

Draft Resolution of the AGM No. 19/2024. 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.) having the face value of HUF 100, during an 18 month period starting from the date of the AGM in 2024, either in circulation on the stock exchange or outside the stock exchange, up to an aggregated nominal value not exceeding 10% of the then prevailing registered capital of the Company (that is maximum 18,637,486 registered common shares) and at a purchase price deviating from the trading price at the stock exchange at maximum by +10% upwards and at maximum by -10% downwards. The purchase of treasury shares shall serve the following purposes:

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

Draft Resolution of the AGM No. 20/2024. 04. 25.

The AGM **has approved the re-election of dr. Nándor Pál Ács** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 21/2024. 04. 25.

The AGM **has approved the re-election of dr. Anett Pandurics** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 22/2024. 04. 25.

The AGM **has approved the re-election of Bálint Szécsényi** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 23/2024. 04. 25.

The AGM **has approved the re-election of dr. Jonathán Róbert Bedros** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 24/2024. 04. 25.

The AGM **has approved the re-election of dr. Livia Pavlik** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 25/2024. 04. 25.

The AGM **has approved the election of Dale André Martin** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 26/2024. 04. 25.

The AGM **has approved the re-election of employee representative dr. Krisztina Gál** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 27/2024. 04. 25.

The AGM **has approved the re-election of employee representative Ferenc Sallai** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 28/2024. 04. 25.

The AGM **has approved the election of dr. Jonathán Róbert Bedros** as Member of the Audit Board for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 29/2024. 04. 25.

The AGM **has approved the re-election of dr. Lívía Pavlik** as Member of the Audit Board for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 30/2024. 04. 25.

The AGM **has approved the election of Dale André Martin** as Member of the Audit Board for a period of 3 (three) years expiring on the AGM in 2027.

Draft Resolution of the AGM No. 31/2024. 04. 25.

The AGM **has approved** the gross remuneration (fixed monthly honoraria) for the members of the Company's Board of Directors, effective as of January 1, 2024, as follows:

Chairman of the Board of Directors:	HUF 2,500,000/month
Lifetime Honorary Chairman of the Board of Directors:	HUF 2,500,000/month
Deputy Chairman of the Board of Directors:	HUF 2,000,000/month
Members of the Board of Directors:	HUF 1,000,000/month/member

The AGM has approved that the fixed monthly honoraria payable in respect of the years 2025-2028 to the members of the Company's Board of Directors - unless otherwise decided by the Annual General Meeting *based on the motion of the Board of Directors submitted after familiarising with and deliberating the proposal of the Remuneration Committee or on a motion submitted by a shareholder* - shall be adjusted (indexed) annually at the same rate as the average base salary increase implemented by the Company for its employees in the respective business year, in accordance with the Remuneration Policy applicable for the years 2025-2028, approved by the AGM in advisory voting competence.

Draft Resolution of the AGM No. 32/2024. 04. 25.

The AGM **has approved** a gross remuneration (meeting fee) for the members of committees established by the Board of Directors of the Company based on meetings attended, set at the same level for each committee meeting, in addition to the fixed monthly honoraria, effective as of January 1, 2024, as follows:

HUF 150,000 /committee meeting

Meeting fees for committee members for 2024 will be calculated on the basis of the committee statistics (*number of committee meetings, names of committee 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 January 31 of the calendar year following the calendar year in question.

The AGM has approved that the meeting fee payable in respect of the years 2025-2028 to the members of the committees established by Board of directors - unless otherwise decided by the Annual General Meeting *based on the motion of the Board of Directors submitted after familiarising with and deliberating the proposal of the Remuneration Committee or on a motion submitted by a shareholder* - shall be adjusted (indexed) annually at the same rate as the average base salary increase implemented by the Company for its employees in the respective business year, in accordance with the Remuneration Policy applicable for the years 2025-2028, approved by the AGM in advisory voting competence.

Draft Resolution of the AGM No. 33/2024. 04. 25.

The AGM **has approved** granting of an annual share remuneration to the members of the Board of Directors of the Company, starting from year 2024, linked to the Company's annual business performance, as follows:

The members of the Board of Directors shall receive 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 allotted 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. The annual share remuneration consists of two components and amounts to maximum 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 components, the maximum remuneration of 750-750 shares is due 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).

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 members of the Board of Directors 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 members of the Board of Directors 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 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 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 subsequently within 30 days of the annual general meeting closing the financial year in question.

Draft Resolution of the AGM No. 34/2024. 04. 25.

The AGM **has approved** the gross remuneration (fixed monthly honoraria) for the members of the Supervisory Board of the Company, effective as of January 1, 2024, as follows:

Chairman of the Supervisory Board:	HUF	1,000,000/month
Members of the Supervisory Board:	HUF	700,000/month/member

The AGM has approved that the fixed monthly honoraria payable in respect of the years 2025-2028 to the members of the Supervisory Board – unless otherwise decided by the Annual General Meeting *based on the motion of the Board of Directors submitted after familiarising with and deliberating the proposal of the Remuneration Committee or on a motion submitted by a shareholder* – shall be adjusted (indexed) annually at the same rate as the average base salary increase implemented by the Company for its employees in the respective business year, in accordance with the Remuneration Policy applicable for the years 2025-2028, approved by the AGM in advisory voting competence.

Draft Resolution of the AGM No. 35/2024. 04. 25.

The AGM **has approved** a gross remuneration (meeting fee) for the Chairman of the Supervisory Board of the Company based on meetings of the Board of Directors attended, set at the same level for each meeting of the Board of Directors, in addition to the fixed monthly honoraria, effective as of January 1, 2024, as follows:

HUF 300,000/ meeting of the Board of Directors

The meeting fee payable to the Chairman of the Supervisory Board in respect of 2024 shall be calculated on the basis of the Board statistics (*number of meetings of the Board of Directors attended by the Chairman of the Supervisory Board*) prepared by the Secretary of the Board of Directors for the year in question and be paid in one lump sum by January 31 of the calendar year following the calendar year in question.

The AGM has approved that the meeting fee payable in respect of the years 2025-2028 to the Chairman of the Supervisory Board - unless otherwise decided by the Annual General Meeting *based on the motion of the Board of Directors submitted after familiarising with and deliberating the proposal of the Remuneration Committee or on a motion submitted by a shareholder* - shall be adjusted (indexed) annually at the same rate as the average base salary increase implemented by the Company for its employees in the respective business year, in accordance with the Remuneration Policy applicable for the years 2025-2028, approved by the AGM in advisory voting competence.

Draft Resolution of the AGM No. 36/2024. 04. 25.

The AGM **has approved** a remuneration (meeting fee) for the members of the Audit Board of the Company based on meetings attended, set at the same level for each meeting of the Audit Board, effective as of January 1, 2024, as follows:

HUF 150,000/Audit Board meeting

The meeting fee payable to the members of the Audit Board in respect of 2024 shall be calculated on the basis of the Audit Board statistics (*number of Audit Board meetings, names and number of members of the Audit Board attending meetings*) prepared by the Secretary of the Board of Directors for the year in question and be paid in one lump sum by January 31 of the calendar year following the calendar year in question.

The AGM has approved that the meeting fee payable in respect of the years 2025-2028 to the members of the Audit Board - unless otherwise decided by the Annual General Meeting *based on the motion of the Board of Directors submitted after familiarising with and deliberating the proposal of the Remuneration Committee or on a motion submitted by a shareholder* - shall be adjusted (indexed) annually at the same rate as the average base salary increase implemented by the Company for its employees in the respective business year, in accordance with the Remuneration Policy applicable for the years 2025-2028, approved by the AGM in advisory voting competence.

Draft Resolution of the AGM No. 37/2024. 04. 25.

The AGM **has approved** the election of **Deloitte Auditing and Consulting Ltd.** (H-1068 Budapest, Dózsa György út 84/C., Hungarian Chamber of Auditors registration no.: 000083, individual auditor in charge: Tamás Horváth, Hungarian Chamber of Auditors registration no.: 003449) as the Company's **statutory auditor** for a period of one year expiring on April 30, 2025, but not later than the approval of the 2024 consolidated financial statements.

Draft Resolution of the AGM No. 38/2024. 04. 25.

The AGM **has approved** the honoraria amounting to **HUF 105.600.000 + VAT** for **Deloitte Auditing and Consulting Ltd.** for its performance as auditor of the Company in 2024. The honoraria includes the fee for the auditing of the 2024 consolidated annual report under IFRS, the assessment of the consistency of the 2024 consolidated annual report with the consolidated business report, the fee for the auditing of the 2024 non-consolidated annual report, the fee for examining the consonance between the non-consolidated annual report and business report for 2024, the auditing of the Company's remuneration report prepared on the year 2024, furthermore the fee for reviewing the quarterly reports serving the purpose to inform investors and sent to the BSE (Budapest Stock Exchange) and the MNB (Central Bank of Hungary), and the fee of auditing the Company's consolidated interim financial statement which shall be completed on the accounting date of March 31, 2024, June 30, 2024, September 30, 2024. The statutory auditor will receive an additional fee of **EUR 15,000 + VAT** for auditing the ESEF tagging duties in respect of the 2024 consolidated annual report.

Chemical Works of Gedeon Richter Plc.