

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

hereby notifies its shareholders that the Company shall hold its **Annual General Meeting ("AGM") on Tuesday, April 26, 2016 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 on the 2015 business activities of the Richter Group and presentation of the draft Consolidated Report prepared in accordance with the IFRS
2. Report of the statutory Auditor on the draft Consolidated Report
3. Report of the Supervisory Board including the report of the Audit Board on the draft Consolidated Report
4. Approval of the draft 2015 Consolidated Report
5. Report of the Board of Directors on the 2015 business activities of the Company (on the management, the Company's financial situation and business policy) and presentation of the draft annual report prepared in accordance with the Accounting Act
6. Report of the statutory Auditor
7. Report of the Supervisory Board including the report of the Audit Board
8. Resolution on the determination and allocation of the 2015 after-tax profit declaration of dividends for the 2015 business year on the common shares
9. Approval of the 2015 draft Annual Report of the Company prepared in accordance with the Accounting Act, including the 2015 Balance Sheet
10. Corporate Governance Report
11. Amendments to the Company's Statutes (changes in connection with transition to IFRS, change in maximum term of the statutory auditor's mandate, authorization of Board of Directors to increase the Company's registered capital )
12. Report of the Board of Directors on the treasury shares acquired by the Company based upon the authorization in AGM resolution No.12/2015.04.26.
13. Authorization to the Board of Directors for the purchase of own shares of the Company
14. Election of members of the Board of Directors
15. Resolution on the remuneration of the members of the Board of Directors
16. Resolution on the remuneration of the members of the Supervisory Board
17. Election of the Company's statutory auditor
18. Resolution on the remuneration of the Company's statutory auditor
19. Miscellaneous

In its contents, the above agenda covers the number of draft resolutions to be proposed to the AGM, however, **the agenda does not have the same number of points as the proposals for resolutions.** Therefore **the proposals for resolutions, to be published as described below,** should be taken into account when voting and drafting potential detailed voting instructions to be given to proxyholders.

Every registered common share with a nominal value of 100 HUF (one hundred Hungarian Forint) shall entitle its holder to one vote at the AGM. Shareholder's rights at the AGM may be exercised by the person who is the owner of the shares on the reference date for the identification of ownership and whose name is contained in the Share Register on the second business day before the first day of the AGM. [Section 3:273 (3) of the Civil Code] The keeper of the Share Register shall ensure the possibility of exercising of the right of registration until 6.00 p.m. (Budapest time) of the second business day before the first day of 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 Section 3:110 (1) of the Civil Code, 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, 2016, between 8.00 a.m. and 4.00 p.m.** ("registration"). (Shareholders' Relations Department (Részvényiroda): 1103 Budapest, Gyömrői út 8., telephone: +36-1-431-4027, +36-1-431-4028, e-mail: reszvenyiroda@richter.hu) The Company shall only issue a Voting Card to a shareholder who is registered by the Board of Directors in the Share Register as the owner of the shares if the ownership is confirmed by KELER Zrt. (on the basis of the ownership identification process according to its bylaws). Closing the register of shareholders shall not impede the right of a person whose name is contained in the Share Register in transferring his shares after the closure of the Share Register. The transfer of shares before the opening day of the AGM shall not preclude the right of a person whose name is contained in the register of shareholders from attending the AGM and from exercising his shareholder's rights [Section 3:273. (3) of the Civil Code].

The Board of Directors shall provide every shareholder who makes a written request with information necessary to enable the shareholder to evaluate items on the General Meeting agenda, so that the shareholder, who made such a request at least eight days before the AGM, shall receive the requested information at least three days prior to the General Meeting.

At the request of a shareholder, the Board of Directors shall grant the shareholder access to the relevant documents and data of the Company. The Board of Directors may decide that it will disclose information, or grant access to the documents on condition that the requesting shareholder makes a written declaration of confidentiality. The Board of Directors may refuse to disclose information or grant access to documentation or data if its dissemination would compromise business secrets of the Company, the shareholder abuses this right, or does not make a declaration of confidentiality after being requested by the Board of Directors. If the shareholder finds that the refusal of his request is unfounded, than he may request the Court of Registration to oblige the Company to provide the requested information [Sections 3:23 and 3:258 of the Civil Code, Section 7.11.4. of the Company's Statutes].

If shareholders with at least one percent of the votes inform the Board of Directors in writing at the latest within eight days following the publication of the agenda about their proposal to amend the Agenda - in accordance with the provisions on detailing the items of the agenda -, or table draft resolutions for items included or to be included on the agenda, the Board of Directors shall render an opinion on the request and publish a notice on the amended agenda and the tabled draft resolution within eight days. The issue indicated in such notice shall be regarded as added to the agenda. The Board of Directors may reject the shareholders' request if the fulfilment thereof infringed upon the law. If the Board of Directors rejects the shareholder's request, the Board of Directors shall publish a notification to that effect along with the reasons for the rejection [based on Section 3:259 of the Civil Code, Section 11.5.3. of the Company's Statutes].

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 shareholders. Shareholders may also exercise their shareholders' rights through an authorized **representative**. One representative may represent several shareholders; however, one shareholder may have only one representative. If the shareholder holds shares that are held on more than one securities account, it may authorize different representatives (proxy holders) for each securities

account. However, with respect to the shares held by the same shareholder, the votes cannot be different, otherwise all votes of that shareholder are invalid.

A shareholder may also appoint a proxy (**nominee**) who - after being registered in the register of shareholders - may exercise some or all rights of that shareholder towards the Company in his own name and for the benefit of the shareholder. [Section 3:256 of the Civil Code]

Requirements regarding the content of the proxy to be given to the nominee, and rules concerning the nominee's person and method of acting are set out in Act of 2001 on the Capital Market (CMA) [Sections 151-155 of the CMA]

**(In case of attending the AGM, the last trading day on the Budapest Stock Exchange is April 15, 2016.)**

The GDR shareholders shall be entitled to instruct the Bank of New York Mellon as Depositary to exercise their voting rights, if any, in accordance with the deposit agreement. The GDR shareholders, therefore, should contact the Bank of New York Mellon (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 19, 2016**.

**In lack of a quorum, the reconvened AGM shall be held at 1103 Budapest, Gyömrői út 19-21., on May 10, 2016 at 3.00 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 key data of the draft annual reports prepared pursuant to the Accounting Act and of the report of the Board of Directors' and the Supervisory Board, the total number (proportion) of shares and voting rights at the date of convening the AGM, including separate summaries on the individual share classes together with the proposals relating to the items on the agenda, the Supervisory Board reports on these, and draft resolutions, as well as forms for voting via proxy shall be available for review from **April 4, 2016** on the websites of both the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)) and the Company ([www.richter.hu](http://www.richter.hu)), as well as at the Company's Shareholders' Relations Department on business days, between 8.00 a.m. and 4.00 p.m.. The names of the members of the Board of Directors and the Supervisory Board and all monetary and non-monetary benefits granted to these members in this role, detailed by members and the legal title for the benefit are also available from the date of the publication of this announcement on the websites of both the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)) and the Company ([www.richter.hu](http://www.richter.hu)), 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 2015 annual profit on common shares equal to 72 % of their nominal value, this is 72 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.

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