

DRAFT !!!

CHEMICAL WORKS OF GEDEON RICHTER PLC.

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

The Company’s Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the decree no. 502/2020 (XI.16.) of the Government of Hungary on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting, passed the below resolutions on April 15, 2021

RESOLUTIONS

Resolution No. 1/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting, **has approved the agenda of the meeting convened to this day with the same content as in the general meeting's invitation published¹ on March 12, 2021 regarding the Company's annual general meeting convoked for April 15, 2021.**

Resolution No. 2/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting, **has approved** that a sound recording and an audio-video recording recorded by the software enabling the videoconference shall be made of the proceedings of the meeting in order to assist in the preparation of the minutes. The sound recording shall not be used for the purpose of the preparation of a verbatim version of the minutes.

Resolution No. 3/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting has appointed dr. András Szecskay, attorney at law, legal advisor of the company to conduct the meeting held

¹ on the Company's website, the website of the Budapest Stock Exchange, on the website of the Central Bank of Hungary dedicated to disclosures, and in the Financial Times.

today, dr. Mária Wirth dr. Kővári-Takácsné to be the keeper of the minutes, dr. György Bagdy and dr. Gábor Gulácsi as members of the Board of Directors, to confirm the minutes of the meeting.

Resolution No. 4/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting - 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 2020 business year prepared in accordance with International Financial Reporting Standards, with a balance sheet total of **HUF 948,589 million** and **HUF 106,052 million** as the profit for the year.

Resolution No. 5/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021. according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency*- acting in the competence of the General Meeting - 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 2020 business year.

Resolution No. 6/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting has accepted and **has approved** the 2020 individual Financial Statements of the Company, including the audited 2020 balance sheet with a total of **HUF 869,910 million** and **HUF 93,217 million** as the after-tax profit, prepared and audited in accordance with International Financial Reporting Standards by Deloitte Auditing and Consulting Ltd.

Resolution No. 7/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations*

related to the operation of partnerships and capital-concentrating organisations during the state of emergency - acting in the competence of the General Meeting approved the rate of dividend relating to common shares payable after the result of business year 2020 in **40%** of the consolidated after tax profit attributable to the owners of the parent company, which is **225 HUF/share**.

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has thus approved the payment of HUF 41,934 million as a dividend** (which is equal to 225% of the face value of the common shares, that is HUF 225 per share with a nominal value of HUF 100) **relating to the common shares**.

The Board of Directors shall pay the dividends proportionally with the number of shares to the common shareholders registered in the Share-Register on June 7, 2021, provided that the shareholders will not initiate the convocation of the AGM for the subsequent approval of the resolution on the annual report and the allocation of after-tax profits, pursuant to Section 9(6) of decree no. 502/2020 (XI.16.) of the Government of Hungary. The payment of the dividends shall commence on June 14, 2021. 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 14, 2021 by the Board of Directors.

Resolution No. 8/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. __/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting - 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 No. 9/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. __/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the amendment of Section 14.1 of the Statutes regarding the Board of Directors, primary in connection with increasing the maximum number of members 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.

Resolution No. 10/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the Report of the Board of Directors on the treasury shares acquired by the Company based upon the authorization in resolution No. 15/2020.04.28. of the Board of Directors acting in competence of the AGM.

Resolution No. 11/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **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, by the date of the year 2022 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 (that is maximum 18,637,486 registered common shares) and at a purchase price which shall deviate from the trading price at the stock exchange at maximum by +10% upwards and at maximum by -10% downwards. 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 Richter's share-based employee and executive incentive system.

Resolution No. 12/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **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 2024.

Resolution No. 13/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations*

related to the operation of partnerships and capital-concentrating organisations during the state of emergency - acting in the competence of the General Meeting **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 2024.

Resolution No. 14/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the 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 2024.

Resolution No. 15/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting - with respect to the minority shareholder's motion submitted by MNV Zrt. (Hungarian National Asset Management Inc.) as representative of the Hungarian State - **has approved the election of Dr. László Szabó** as Member of the Board of Directors for a period of 3 (three) years expiring on the AGM in 2024.

Resolution No. 16/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the re-election of Dr. Attila Chikán** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2024.

Resolution No. 17/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the re-election of Prof. Dr. Jonathán Róbert Bedros** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2024.

Resolution No. 18/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the election of Dr. Zoltán Matos** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2024.

Resolution No. 19/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the election of Dr. Lívía Pavlik** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2024.

Resolution No. 20/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the 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 2024.

Resolution No. 21/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the election of employee representative Péter Müller** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2024.

Resolution No. 22/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the*

state of emergency - acting in the competence of the General Meeting **has approved the re-election of Supervisory Board member Dr. Attila Chikán** as Member of the Audit Board for a period of 3 (three) years expiring on the AGM in 2024.

Resolution No. 23/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved the election of Supervisory Board members Dr. Zoltán Matos and Dr. Lívía Pavlik** as Members of the Audit Board for a period of 3 (three) years expiring on the AGM in 2024.

Resolution No. 24/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the honoraria for the members of the Company's Board of Directors for year 2021 effective as of January 1, 2021 according to the following:

Chairman of the Board of Directors:	HUF 730,000/month
Members of the Board of Directors:	HUF 610,000/month/member

Resolution No. 25/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** shareholder motion of Amundi Alapkezelő Zrt. (Amundi Fund Management Plc.) according to which the chairman and members of the Board of Directors shall receive – with respect to the outstanding results of the Company in 2020 – the below reward, the sum of which equals to their honoraria for two months according to the following:

Chairman of the Board of Directors:	HUF 1,417,950
Members of the Board of Directors:	HUF 1,179,900/member

Resolution No. 26/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. ___/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the*

state of emergency - acting in the competence of the General Meeting **has approved** the honoraria for the members of the Company's Supervisory Board for year 2021 effective as of January 1, 2021 according to the following:

Chairman of the Supervisory Board:	610,000 HUF/month
Members of the Supervisory Board:	440,000 HUF/month/member

Resolution No. 27/2021. 04. 15. of the Board of Directors acting in the competence of the AGM
(BoD Resolution no. __/2021 according to the numbering of resolutions of the Board of Directors)

The Board of Directors - *based on Subsection (1) of Section 5 and Section 9 of the Government decree no. 502/2020 (XI.16.) on the re-introduction of deviating regulations related to the operation of partnerships and capital-concentrating organisations during the state of emergency* - acting in the competence of the General Meeting **has approved** the honoraria amounting to **HUF 27.9 million + VAT for Deloitte Auditing and Consulting Ltd.** for its performance as auditor of the Company in 2021. The honoraria includes the fee for the auditing of the 2021 consolidated annual report under IFRS, the fee for examining the consonance between the consolidated annual report and business report for 2021, the fee for the auditing of the 2021 non-consolidated annual report, the fee for examining the consonance between the non-consolidated annual report and business report for 2021, the fee for reviewing the quarterly reports serving the purpose to inform the investors and sent to the BSE (Budapest Stock Exchange) and the MNB (Central Bank of Hungary), and the fee for auditing the Company's consolidated interim financial statement which shall be completed on the accounting date of August 31, 2021.

Chemical Works of Gedeon Richter Plc.