



GEDEON RICHTER

PROPOSALS OF THE 2024 ANNUAL GENERAL MEETING

Chemical Works of Gedeon Richter Plc.

Headquarters: H-1103 Budapest, Gyömrői út 19-21., Hungary • Postal address: H-1475 Budapest 10., Pf. 27., Hungary
Phone: +36 1 431 4000 • Fax: +36 1 260 6650, +36 1 260 4891 • Company Court of Budapest-Capital Tribunal Reg. No. Cg. 01-10-040944
EU Community VAT Identification No: HU 10484878 • Internet: www.richter.hu



GEDEON RICHTER

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

**Agenda of the Annual General Meeting ("AGM") shall be held on
Thursday, April 25, 2024 at 2.00 p.m. (Budapest time)**

(CAPS COAF ID: HU20240322014778)

The method of holding the general meeting: personal attendance

The venue of the AGM shall be at Mátyás u. 8, H-1093 Budapest (Budapest Music Center).

Agenda of the AGM

1. Report on the 2023 business activities of the Richter Group and presentation of the Richter Group's draft Consolidated Annual Report pursuant to the IFRS
2. Report of the Statutory Auditor on the Richter Group's draft 2023 Consolidated Annual Report pursuant to the IFRS
3. Report of the Supervisory Board including the report of the Audit Board on the Richter Group's draft 2023 Consolidated Annual Report pursuant to the IFRS
4. Approval of the Richter Group's draft 2023 Consolidated Annual Report pursuant to the IFRS
5. Report of the Board of Directors on the 2023 business activities of the Company (on the management, the Company's financial situation and business policy) and presentation of the Company's draft 2023 individual Annual Report prepared pursuant to the IFRS
6. Report of the Statutory Auditor on the Company's draft 2023 individual Annual Report prepared pursuant to the IFRS
7. Report of the Supervisory Board including the report of the Audit Board on the Company's draft 2023 individual Annual Report prepared pursuant to the IFRS
8. Approval of the Company's draft 2023 individual Annual Report pursuant to the IFRS
9. Resolution on the determination and allocation of the after-tax profit and the rate of dividends
10. Corporate Governance Report
11. Advisory vote on the amended remuneration policy of the Company for years 2021-2024
12. Advisory vote on the remuneration policy of the Company for years 2025-2028
13. Advisory vote on the remuneration report of the Company on the financial year 2023
14. Amendments to the Company's Statutes
15. Report of the Board of Directors on the treasury shares acquired by the Company based upon the authorization in resolution of the General Meeting No.14/2023.04.25.
16. Authorization to the Board of Directors for the purchase of own shares of the Company
17. Election of members of the Board of Directors
18. Election of members of the Supervisory Board
19. Election of members of the Audit Board
20. Resolution on the remuneration of the members of the Board of Directors
21. Resolution on the remuneration of the members of the Supervisory Board and of the Audit Board
22. Election of statutory auditor
23. Resolution on the remuneration of the Company's statutory auditor
24. Miscellaneous

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Agenda item No.1.

Report on the 2023 business activities of the Richter Group and presentation of the Richter Group's draft Consolidated Annual Report pursuant to the IFRS

**The Company makes available the
proposal concerning Agenda item No.1
in the framework of separate publication
(jointly with proposal concerning Agenda item No.5)**

Agenda item No.2.

Report of the Statutory Auditor on the Richter Group's
draft 2023 Consolidated Annual Report pursuant to the
IFRS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Gedeon Richter Plc.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Gedeon Richter Plc. and its subsidiaries (the „Group”) for the year 2023 included in the digital files 549300J6ZJW5IH4WEE46-2023-12-31-en.zip¹, which comprise the consolidated balance sheet as at December 31, 2023 – which shows a total assets of MHUF 1,361,217 –, and the related consolidated income statement, consolidated statement of comprehensive income – which shows a total comprehensive income for the year of MHUF 169,343 –, consolidated statement of changes in equity and consolidated cash-flow statement for the year then ended and notes to the consolidated financial statements including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2023 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (the „EU IFRS”), and the consolidated financial statements were prepared in all material respects in accordance with the provisions of the effective Hungarian Act C of 2000 on Accounting (the „Accounting Act”) relevant to the entities preparing consolidated financial statements in accordance with EU IFRS.

Basis for Opinion

We conducted our audit in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits. Our responsibilities under these standards are further described in the "*The Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*" section of our report.

We are independent of the Group in compliance with the relevant effective Hungarian regulations and the “Rules of conduct (ethical rules) of the auditor profession and the disciplinary process” of the Chamber of Hungarian Auditors and, in respect of matters not regulated therein, the Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (the IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the same ethical requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

¹ Digital identification of 549300J6ZJW5IH4WEE46-2023-12-31-en.zip digital file with SHA 256 HASH algorithm:
ce05c0b59a7e743688bf58e09397fd8a6c268d5915c008524bdb50c7732beef

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Valuation of commercial rights	
<p>(See note 14 to the consolidated financial statements for the details)</p> <p>As described in the notes to the consolidated financial statements, the Group reported commercial rights in the amount of MHUF 152,594 as at 31 December 2023.</p> <p>As required by the applicable accounting standards, Management conducts regular impairment test to assess whether there is a need to record impairment with respect to the intangible assets based on the existing indicators.</p> <p>The identification of the triggering events and impairment tests are considered a key audit matter, as it requires application of professional judgement and use of subjective assumptions by Management.</p>	<p>The relevant audit procedures performed by us included the following:</p> <ul style="list-style-type: none">- Evaluating design and implementation of key controls related to identification of triggering events and performing appropriate impairment testing.- Challenging the key market related assumptions in the valuation models against external sources and budgets approved by the Management. Assessing the Management estimation method by back-testing of prior year's estimates.- Involving valuation experts where it was considered necessary to assist us in re-performing the calculation of the impairment test and independently assessing the appropriateness of the assumptions used, the methodologies and policies applied.- Assessing the appropriate identification of impairment triggers, the accounting and the accuracy of impairment loss based on a selected sample.- Assessing the adequacy of the disclosures in the consolidated financial statements.

Other Information

Other information comprises the information included in the “Management Report” and the consolidated business report of the Group for 2023 but does not include the consolidated financial statements and our auditor’s report thereon. Management is responsible for the other information and for the preparation of the consolidated business report in accordance with the relevant provisions of the Accounting Act and other regulations. Our opinion on the consolidated financial statements provided in the section of our independent auditor’s report entitled “*Opinion*” does not apply to the other information.

Our responsibility in connection with our audit of the consolidated financial statements is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Furthermore, in accordance with the Accounting Act, our responsibilities regarding the consolidated business report also include reviewing the consolidated business report to assess whether the consolidated business report was prepared in accordance with the relevant provisions of the Accounting Act and other regulations, if any, including the assessment whether the consolidated business report complies with the requirements of Section 95/B. (2) e) and f) of the Accounting Act, and to express an opinion on the above and on whether the consolidated business report is consistent with the consolidated financial statements. Furthermore, in accordance with the Accounting Act we shall make a statement whether the information referred to in Section 95/B. (2) a)-d), g) and h) has been provided in the consolidated business report and whether the consolidated business report contains the non-financial statement provided for in Section 134 (5).

In fulfilling this obligation, for the purpose of formulating our opinion on the consolidated business report we considered Commission Regulation (EU) 2019/815 of 17 December 2018 (“ESEF Regulation”) as other regulation stipulating additional requirements pertaining to consolidated business reports.

In our opinion, the consolidated business report of the Group for 2023 corresponds to the consolidated financial statements of the Group for 2023 and the relevant provisions of the Accounting Act and other relevant regulation listed above in all material respects. The information referred to in Section 95/B. (2) a)-d), g) and h) of the Accounting Act has been provided and the consolidated business report contains the non-financial statement provided for in Section 134 (5).

In addition to the above, based on the information obtained about the Group and its environment, we must report on whether we became aware of any material misstatements in the other information and, if so, on the nature of such material misstatements. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with EU IFRSs and for the preparation of the consolidated financial statements in accordance with provisions of the Accounting Act relevant to entities preparing financial statements in accordance with EU IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

The auditor's responsibilities for the audit of the consolidated financial statements

Our objectives during the audit are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue, on the basis of the above, an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits will always detect a material misstatement when it exists. Misstatements can arise from fraud or error, and they are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in the Group's internal control that we identify during the audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In compliance with Article 10 (2) of Regulation (EU) No. 537/2014 of the European Parliament and the Council, we provide the following information in our independent auditor's report, which is required in addition to the requirements of International Standards on Auditing:

Appointment of the Auditor and the Period of Engagement

We were appointed as the auditors of Gedeon Richter Plc. by the General Meeting of Shareholders on April 28, 2020, and our uninterrupted engagement has lasted for 4 years.

Consistence with the Additional Report to the Audit Committee

We confirm that our audit opinion on the consolidated financial statements expressed herein is consistent with the additional report to the Audit Committee of Gedeon Richter Plc., which we issued on 7 March 2024 in accordance with Article 11 of Regulation (EU) No. 537/2014 of the European Parliament and the Council.

Provision of Non-audit Services

We declare that no prohibited non-audit services referred to in Article 5 (1) of Regulation (EU) No. 537/2014 of the European Parliament and the Council were provided by us to the Group. In addition, there are no other non-audit services which were provided by us to Gedeon Richter Plc. and its controlled undertakings and which have not been disclosed in the consolidated financial statements.

The engagement partner on the audit resulting in this independent auditor's report is the signatory of the report.

Report on compliance of the presentation of consolidated financial statements with the requirements set out in the regulation on the single electronic reporting format

We have undertaken a reasonable assurance engagement on compliance of the presentation of consolidated financial statements of the Group included in the digital file 549300J6ZJW5IH4WEE46-2023-12-31-en.zip („ESEF format consolidated financial statements”) with the requirements set out in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format. („ESEF Regulation”).

Responsibilities of Management and Those Charged with Governance for ESEF format consolidated financial statements

The management is responsible for the presentation of the ESEF format consolidated financial statements in accordance with the ESEF Regulation. This responsibility includes:

- the preparation of the consolidated financial statements in XHTML format;
- the selection and application of appropriate iXBRL tags using judgement where necessary; including full application of relevant tags and proper creation and anchoring of extension elements; and
- the design, implementation and maintenance of internal controls relevant to the application of the ESEF Regulation.

Those charged with governance are responsible for overseeing the Group's financial reporting process, including compliance with the ESEF Regulation.

Our responsibility and summary of the work performed

Our responsibility is to express an opinion on whether, in all material respects, the presentation of ESEF format consolidated financial statements complies with the ESEF Regulation, based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with the Hungarian National Standard on Assurance Engagements (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information (ISAE 3000).

A reasonable assurance engagement in accordance with ISAE 3000 involves performing procedures to obtain evidence about compliance with the ESEF Regulation. The nature, timing and extent of procedures selected depend on the practitioner's judgment, including the assessment of the risks of material departures from the requirements set out in the ESEF Regulations, whether due to fraud or error. Our reasonable assurance engagement included obtaining an understanding of tagging, obtaining an understanding of the internal controls relevant for the application of the ESEF Regulation, checking the appropriateness of Group's use of the XHTML format, evaluating the completeness of Group's tagging of the consolidated financial statements using the XBRL markup language, evaluating the appropriateness of Group's use of iXBRL elements selected from the ESEF taxonomy and the creation of extension elements and evaluating the use of anchoring in relation to the extension elements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the ESEF format consolidated financial statements of the Group for the year ended December 31, 2023 included in the digital file 549300J6ZJW5IH4WEE46-2023-12-31-en.zip is presented, in all material respects, in compliance with the requirements of the ESEF Regulation.

Budapest, April 2, 2024



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Horváth Tamás
on behalf of Deloitte Auditing and Consulting Ltd.
and as a statutory registered auditor

Deloitte Auditing and Consulting Ltd.
1068 Budapest, Dózsa György út 84/C.
Registration number: 000083

Registration number of statutory registered auditor: 003449

Agenda item No.3.

Report of the Supervisory Board including the report of the Audit Board on the Richter Group's draft 2023 Consolidated Annual Report pursuant to the IFRS

**The Supervisory Board of
Gedeon Richter Plc.**

Report
to the 2024 Annual General Meeting of Gedeon Richter Plc.
on the 2023 Consolidated Annual Financial Statements
of Richter Group

The Supervisory Board has reviewed the Consolidated Annual Financial Statements of Richter Group for the year 2023 prepared by Richter Gedeon Plc.. In the course of the presentation of the quarterly reports by the Board of Directors, the Supervisory Board also familiarised with the consolidated interim financial statements.

Gedeon Richter Plc. has performed the consolidation in accordance with the applicable regulations, as attested by the audited Consolidated Annual Financial Statements.

Based on the audited Financial Statements for the year 2023 reporting Richter Group's activity, submitted to the Annual General Meeting, the analysis and Auditor's Statement issued by the auditor Deloitte Auditing and Consulting Limited, and the Supervisory Board's own analysis, the Supervisory Board proposes that the distinguished members of the Annual General Meeting approve the followings:

- The Consolidated Financial Statements for the year 2023 submitted to the AGM (with total assets and total liabilities in the Balance Sheet being equally HUF 1,361,217 million), duly audited in compliance with the International Financial Reporting Standards.
- The after-tax profit specified in the Profit and Loss Statement of the audited Consolidated Financial Statements for the year 2023 being HUF 160,651 million.

Budapest, 7 March 2024



Dr. Attila Chikán
Chairman of the Supervisory Board

Agenda item No.4.

Approval of the Richter Group's
draft 2023 Consolidated Annual Report
pursuant to the IFRS

Proposal to Item No.:4
on the Agenda of the AGM

Resolution of the Board of Directors No.: 29/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to approve the Richter Group's draft 2023 consolidated annual report pursuant to the IFRS.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Agenda item No.5.

Report of the Board of Directors on the 2023
business activities of the Company (on the management,
the Company's financial situation and business policy)
and presentation of the Company's
draft 2023 individual Annual Report prepared
pursuant to the IFRS

**The Company makes available proposal
concerning Agenda item No.5
in the framework of separate publication
(jointly with proposal concerning Agenda item No.1)**

Agenda item No.6.

Report of the Statutory Auditor on the Company's
draft 2023 individual Annual Report
prepared pursuant to the IFRS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Gedeon Richter Plc.

Report on the Audit of the Separate Financial Statements

Opinion

We have audited the separate financial statements of Gedeon Richter Plc. (the „Company”) for the year 2023 included in the digital files 549300J6ZJW5IH4WEE46-2023-12-31-en.zip¹, which comprise the balance sheet as at December 31, 2023 – which shows a total assets of MHUF 1,327,091 –, and the related income statement, statement of comprehensive income – which shows a total comprehensive income for the year of MHUF 192,210 –, statement of changes in equity and cash-flow statement for the year then ended and notes to the separate financial statements including a summary of significant accounting policies.

In our opinion, the accompanying separate financial statements give a true and fair view of the financial position of the Company as at December 31, 2023 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (the „EU IFRS”), and the separate financial statements were prepared in all material respects in accordance with the provisions of the effective Hungarian Act C of 2000 on Accounting (the „Accounting Act”) relevant to the entities preparing separate financial statements in accordance with EU IFRS.

Basis for Opinion

We conducted our audit in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits. Our responsibilities under these standards are further described in the "The Auditor's Responsibilities for the Audit of the Separate Financial Statements" section of our report.

We are independent of the Company in compliance with the relevant effective Hungarian regulations and the “Rules of conduct (ethical rules) of the auditor profession and the disciplinary process” of the Chamber of Hungarian Auditors and, in respect of matters not regulated therein, the Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (the IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the same ethical requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

¹ Digital identification of 549300J6ZJW5IH4WEE46-2023-12-31-en.zip financial statements with SHA 256 HASH algorithm:
ce05c0b59a7e743688bf58e09397fd8a6c268d5915c008524bdbd50c7732beef

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate financial statements of the current period. These matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Valuation of commercial rights	
<p>(See note 14 to the separate financial statements for the details)</p> <p>As described in the notes to the separate financial statements, the Company reported commercial rights in the amount of MHUF 152,594 as at 31 December 2023.</p> <p>As required by the applicable accounting standards, Management conducts regular impairment test to assess whether there is a need to record impairment with respect to the intangible assets based on the existing indicators.</p> <p>The identification of the triggering events and impairment tests are considered a key audit matter, as it requires application of professional judgement and use of subjective assumptions by Management.</p>	<p>The relevant audit procedures performed by us included the following:</p> <ul style="list-style-type: none">- Evaluating design and implementation of key controls related to identification of triggering events and performing appropriate impairment testing.- Challenging the key market related assumptions in the valuation models against external sources and budgets approved by the Management. Assessing the Management estimation method by back-testing of prior year's estimates.- Involving valuation experts where it was considered necessary to assist us in re-performing the calculation of the impairment test and independently assessing the appropriateness of the assumptions used, the methodologies and policies applied.- Assessing the appropriate identification of impairment triggers, the accounting and the accuracy of impairment loss based on a selected sample.- Assessing the adequacy of the disclosures in the separate financial statements.

Other Information

Other information comprises the information included in “Management Report” and the business report of the Company for 2023 but does not include the separate financial statements and our auditor’s report thereon. Management is responsible for the other information and for the preparation of the business report in accordance with the relevant provisions of the Accounting Act and other regulations. Our opinion on the separate financial statements provided in the section of our independent auditor’s report entitled “*Opinion*” does not apply to the other information.

Our responsibility in connection with our audit of the separate financial statements is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the separate financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Furthermore, in accordance with the Accounting Act, our responsibilities regarding the business report also include reviewing the business report to assess whether the business report was prepared in accordance with the relevant provisions of the Accounting Act and other regulations, if any, including the assessment whether the business report complies with the requirements of Section 95/B. (2) e) and f) of the Accounting Act, and to express an opinion on the above and on whether the business report is consistent with the separate financial statements. Furthermore, in accordance with the Accounting Act we shall make a statement whether the information referred to in Section 95/B. (2) a)-d), g) and h) has been provided in the business report and whether the business report contains the non-financial statement provided for in Section 95/C.

In fulfilling this obligation, for the purpose of formulating our opinion on the business report we considered Commission Regulation (EU) 2019/815 of 17 December 2018 (“ESEF Regulation as other regulation stipulating additional requirements pertaining to business reports).

In our opinion, the business report of the Company for 2023 corresponds to the separate financial statements of the Company for 2023 and the relevant provisions of the Accounting Act and other relevant regulation listed above in all material respects. The information referred to in Section 95/B. (2) a)-d), g) and h) of the Accounting Act has been provided and the business report contains the non-financial statement provided for in Section 95/C.

In addition to the above, based on the information obtained about the Company and its environment, we must report on whether we became aware of any material misstatements in the other information and, if so, on the nature of such material misstatements. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Separate Financial Statements

Management is responsible for the preparation of separate financial statements that give a true and fair view in accordance with EU IFRSs and for the preparation of the separate financial statements in accordance with provisions of the Accounting Act relevant to entities preparing separate financial statements in accordance with EU IFRSs, and for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

The Auditor's Responsibilities for the Audit of the Separate Financial Statements

Our objectives during the audit are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue, on the basis of the above, an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits will always detect a material misstatement when it exists. Misstatements can arise from fraud or error, and they are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

As part of an audit in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in the Company's internal control that we identify during the audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in the Company's internal control that we identify during the audit.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In compliance with Article 10 (2) of Regulation (EU) No. 537/2014 of the European Parliament and the Council, we provide the following information in our independent auditor's report, which is required in addition to the requirements of International Standards on Auditing:

Appointment of the Auditor and the Period of Engagement

We were appointed as the auditors of Gedeon Richter Plc. by the General Meeting of Shareholders on April 28, 2020, and our uninterrupted engagement has lasted for 4 years.

Consistence with the Additional Report to the Audit Committee

We confirm that our audit opinion on the separate financial statements expressed herein is consistent with the additional report to the Audit Committee of Gedeon Richter Plc., which we issued on 7 March 2024 in accordance with Article 11 of Regulation (EU) No. 537/2014 of the European Parliament and the Council.

Provision of Non-audit Services

We declare that no prohibited non-audit services referred to in Article 5 (1) of Regulation (EU) No. 537/2014 of the European Parliament and the Council were provided by us to the Company. In addition, there are no other non-audit services which were provided by us to Gedeon Richter Plc. and its controlled undertakings and which have not been disclosed in the separate financial statements.

The engagement partner on the audit resulting in this independent auditor's report is the signatory of the report.

Report on compliance of the presentation of separate financial statements with the requirements set out in the regulation on the single electronic reporting format

We have undertaken a reasonable assurance engagement on compliance of the presentation of the separate financial statements of the Company included in the digital files 549300J6ZJW5IH4WEE46-2023-12-31-en.zip („ESEF format separate financial statements”) with the requirements set out in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format. („ESEF Regulation”).

Responsibilities of Management and Those Charged with Governance for the ESEF format separate financial statements

The management is responsible for the presentation of ESEF format separate financial statements in accordance with the ESEF Regulation. This responsibility includes:

- the preparation of the separate financial statements in XHTML format;
- the design, implementation and maintenance of internal controls relevant to the application of the ESEF Regulation.

Those charged with governance are responsible for overseeing the Company's financial reporting process, including compliance with the ESEF Regulation.

Our responsibility and summary of the work performed

Our responsibility is to express an opinion on whether, in all material respects, the presentation of ESEF format separate financial statements complies with the ESEF Regulation, based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with the Hungarian National Standard on Assurance Engagements (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information (ISAE 3000).

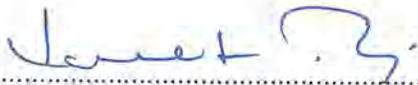
A reasonable assurance engagement in accordance with ISAE 3000 involves performing procedures to obtain evidence about compliance with the ESEF Regulation. The nature, timing and extent of procedures selected depend on the practitioner's judgment, including the assessment of the risks of material departures from the requirements set out in the ESEF Regulations, whether due to fraud or error. Our reasonable assurance engagement included obtaining an understanding of the internal controls relevant for the application of the ESEF Regulation and checking the appropriateness of Company's use of the XHTML format.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the ESEF format separate financial statements of the Company for the year ended December 31, 2023 included in the digital file 549300J6ZJW5IH4WEE46-2023-12-31-en.zip, is presented, in all material respects, in compliance with the requirements of the ESEF Regulation.

Budapest, April 2, 2024



.....
Horváth Tamás
on behalf of Deloitte Auditing and Consulting Ltd.
and as a statutory registered auditor

Deloitte Auditing and Consulting Ltd.
1068 Budapest, Dózsa György út 84/C.
Registration number: 000083

Registration number of statutory registered auditor: 003449

Agenda item No.7.

Report of the Supervisory Board including
the report of the Audit Board on the Company's
draft 2023 individual Annual Report
prepared pursuant to the IFRS

**The Supervisory Board of
Gedeon Richter Plc.**

R E P O R T

to the 2024 Annual General Meeting of Gedeon Richter Plc.

Budapest, 7 March 2024

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1. Report on the Supervisory Board's work for the year

1. 1. Brief presentation of the work performed by Supervisory Board in the year 2023

As in previous years, in 2023 the Supervisory Board (hereinafter: SB) worked in compliance with the provisions of the Hungarian Civil Code and the Statutes of Gedeon Richter Plc. (hereinafter: the Company), following its rules of procedure and work plan. The following changes occurred in the composition of the SB in 2023: Péter Müller (employee representative) resigned from the Supervisory Board as of 8 March 2023. Ferenc Sallai (employee representative) took over as alternate as of 25 April 2023.

The SB carried out its activities in accordance with its rules of procedure. In addition to discharging its duties in keeping with the relevant statutory provisions the SB worked in the areas identified in its regularly updated annual work plan determined for the period between AGMs. It discussed the topics in its work programme.

It held eight meetings in the interval between the Annual General Meetings with an 89.6% rate of attendance. Most of the meetings were attended in person, but there was always a possibility to use a telecommunications tool (Microsoft Teams) for Members who could not attend in person. All the meetings convened had a quorum, and none of the meetings previously scheduled and announced were cancelled; some of the items on the agenda were reshuffled. The SB's Rules of Procedure allow adaptation to the changing economic environment and flexible management of the changes in the Company and its business – a possibility which the SB fully utilized.

Pursuant to the relevant legal regulations, the Company's Statutes and the Corporate Governance Recommendations of the Budapest Stock Exchange, the key responsibility of the SB as a body of ownership control is to supervise the Company's finances and to examine the risk factors affecting it. By doing so, the SB wishes to help the owners form a judgement of the Executive Management's performance.

The SB finds that during its operation it has never encountered any actions that were in conflict with legal regulations, the Company's Statutes or any AGM Regulation, or with the Company's and the shareholders' interests.

It is to be noted that the Executive Management helped the supervisory activity of the SB in every possible way by providing the requested information in time and fulfilling its statutory obligation under the Civil Code to disclose information regularly. The Executive Management provided all the conditions required for the SB's undisturbed operation.

In addition to overseeing the Company's finances, the Supervisory Board also discussed the Company's and Richter Group's annual Business Plan and the issues affecting their future in the short and long run. It also attached high priority to looking at the main actions that would have to be taken to implement such long term goals.

1. 1. 1. Key issues discussed by the Supervisory Board in 2023

In compliance with the legal regulations, the SB discussed each of the quarterly reports and achievements. It also deliberated on all the significant documents and business

policy reports that had been submitted to the AGM. It discussed the 2024 business plans of the parent company and of Richter Group (including the consolidated plans), the Interim Balance Sheet of 31.08.2023, the parent company's Financial Statements and the Consolidated Financial Statements for 2023, the parent company's business report and the consolidated business report, as well as the Report on Corporate Governance, the Independent Auditor's Report, and the annual report of the Audit Board.

While discussing the quarterly reports, CEO Gábor Orbán gave an account of not only the relevant past events but also outlined the challenges that the Company would have to face amidst the current global political and economic environment. Assessment of the risks associated with economic events and the Company's responses were highlighted on several occasions. The SB found that the quarterly reports and accounts were informative and of a high standard, and acknowledged them.

In accordance with its work plan prepared for the period between the AGMs, among the many issues that affect the Company's efficiency and future in the short and long run, in 2023 the SB discussed the following issues: Richter's strategy, with special regard to the newly formed Business Units and the HR strategy, with a focus on employee satisfaction, the transformation of the corporate culture to achieve strategic goals, and on diversity policy. Other topics discussed included the Company's commercial activities, the status of active pharmaceutical ingredient production, the Company's logistics system, the registration processes and the Company's environmental and energy situation.

Having listened to the presentations the SB discussed and evaluated the proposals in detail. Responses to the questions were acknowledged, the proposals were approved and the related resolutions were passed, taking into consideration the evaluations and supplementations.

The Chairman of the SB attended the Board of Directors meetings; therefore the SB was always represented.

1. 1. 2. Presentation of the Audit Board's operation

Pursuant to Act V of 2013 on the Civil Code (hereinafter: Civil Code), the Annual General Meeting elected the Audit Board (hereinafter: AB) consisting of three members from among the independent members of the SB.

The AB determined its Rules of Procedure in compliance with the provisions of Section 3:291 of the Civil Code, Section 3:289 of the Civil Code on corporate governance, and Article 16 of the Company Statutes.

Under the Civil Code and the Company's Statutes, the competence of the AB includes the following:

- to give an opinion on the annual report prepared pursuant to the International Financial Reporting Standards,
- to monitor the audits of the annual report prepared pursuant to the International Financial Reporting Standards,
- to make a recommendation concerning the person and remuneration of the auditor,
- to prepare the contract to be concluded with the auditor,
- to monitor and implement professional requirements and conflict of interest in respect of the auditor,

- to perform duties related to cooperation with the auditor,
- to evaluate the functioning of the financial reporting system,
- to assist the Board of Directors and the Supervisory Board so as to exercise proper control of the financial reporting system.

In the period since the last AGM the AB discussed and resolved on the following topics:

1. Discussion and approval of the Interim Balance Sheet and Auditor's Report dated 31 August 2023;
2. Discussion and approval of the Report on Corporate Governance;
3. Discussion and approval of the 2023 Financial Statements, Business Report, and the Independent Auditor's Report;
4. Discussion and approval of Richter Group's 2023 Consolidated Financial Statements, Business Report, and the Independent Auditor's Report;
5. Examination of the non-audit services (those outside the scope of the audit of consolidated and individual accounts) provided by the statutory audit firm and its network of entities.

All AB meetings were attended by all AB members and the meetings had a quorum at all times. None of the meetings previously scheduled and announced were cancelled.

Some of the issues addressed and debated by the AB are also discussed and approved by the SB under its Rules of Procedure. Such issues include the Annual Financial Statements (parent company and consolidated), the related Auditor's Reports and the Interim Balance Sheet and the related Auditor's Report. Given that the same persons are responsible for presenting such reports, it was deemed expedient and practical to discuss them in a joint meeting with the SB.

The Audit Board regularly monitored the Auditor's independence in the course of the year. In this context, it approved on numerous occasions for the Company's Independent Auditor or the auditor belonging to the network of auditors of the Independent Auditor to provide services that are not qualified as prohibited services under Regulation 537/2014 of the EU and its Hungarian implementation.

1. 2. Brief evaluation of the Company's performance in 2023 and feedback on the Board of Directors' Report to the Annual General Meeting

1. 2. 1. Brief evaluation of the Company's performance in 2023

The Company's main objectives for 2023 were as follows: to expand sales despite a difficult market environment; to retain and improve market shares; and to strengthen the strategy of standing on multiple legs in the market; based on the strategic principles, to shift business to enhance the contribution of high value added products; to expand the women's healthcare business; to develop a new original CNS product; and to take further steps in the development of biosimilar products.

In 2023 major changes took place including but not limited to the following areas:

On 23 December 2022 the Hungarian Government decided to levy extraordinary tax on the pharmaceutical industry Pursuant to Decree No. 582 of 2022 (23 December) the extraordinary pharmaceutical tax is levied on the annual net sales of

pharmaceutical products and active pharmaceutical ingredients is payable for the years 2022 and 2023.

Under the terms of the Decree on the extraordinary pharmaceutical tax the Company paid HUF 28,259 million in extra profit tax for the year 2023 based on the provisions in force. The tax was reported under Other expenses and thus proportionally reduced the Company's operating profit and free cash-flow for 2023.

On 15 May 2023, Gedeon Richter Plc. informed its shareholders that on 9 May 2023 the Romanian competition authority had approved the transaction announced on 21 October 2022 regarding the sale of Richter Group's wholesale and retail business interests in Romania. To close the transaction, the shares of Pharmafarm S.A. and Gedeon Richter Farmacia S.A. were duly transferred.

On 23 May 2023 Gedeon Richter Plc. announced that its Brazilian affiliate Gedeon Richter do Brasil Importadora Exportadora e Distribuidora SA ("Richter Brasil") signed an agreement with Grünenthal do Brasil Farmaceutica Ltda ("Grünenthal Brasil") on the commercialisation of the latter's Women's Healthcare portfolio. The portfolio includes oral contraceptives Belara and Belarina and food supplements used in pregnancy and lactation.

On 02 November 2023 Gedeon Richter Plc. together with Sumitomo Pharma America, Inc. ('SMPA') and Sumitomo Pharma Switzerland, GmbH ('SMPS') announced that the European Commission ('EC') had granted approval of a Type II Variation application for RYEQO® (relugolix 40 mg, estradiol 1.0 mg, and norethisterone acetate 0.5 mg) for the symptomatic treatment of endometriosis in women with a history of previous medical or surgical treatment for their endometriosis. This decision followed a positive opinion from the Committee for Medicinal Products for Human Use ('CHMP') of the European Medicines Agency ('EMA') on 15 September 2023 and is applicable for all Member States in the European Union.

On 4 December 2023 Gedeon Richter Plc. announced that it expanded its partnership with Mithra Pharmaceuticals SA ("Mithra") by signing a binding Head of Terms (HoT) agreement for the development and commercialization of the first estetrol-based combined oral contraceptive (15 mg estetrol (E4) / 3 mg drospirenone) and the mono estetrol (E4) investigational product for the treatment of the symptoms of menopause in China.

Under the license agreements, Richter will have the exclusive commercialization rights for both products in China. Richter will perform and fund the clinical studies required to obtain marketing approvals in China.

Upon the finalisation of the license agreements Richter will make a down payment of EUR 4.5 million to Mithra. The deal also foresees a total of EUR 1.2 million in payments for the achievement of regulatory milestones for both products, and EUR 8.5 million in sales-related milestones. After the launch, a low-double-digit share of cumulative net sales (royalties) will be paid.

Neuropsychiatry (CNS) Business Unit:

Around 95% of Vraylar® sales are generated in the North American region and are realised in dollar. Vraylar® royalty revenue in 2023 amounted to HUF 194,575 million (USD 524.8 million). These figures include the amount of royalties recognised on AbbVie's Canadian sales realised in 2023.

Reagila® achieved HUF 11,087 million (EUR 29.0 million) in sales in the reported period.

The significant increase in sales of Vraylar®, marketed by AbbVie, compared to 2022 sales is also due to new prescriptions related to the aMDD indication.

The increase in adjusted EBIT was moderated by an increase in research and development costs. In 2022, a total of HUF 10,623 million was recognised in milestone revenue, of which HUF 10,530 million (USD 30.0 million) was paid by AbbVie in relation to the collaboration between the two companies agreed upon in March 2022 covering neuropsychiatric diseases, to the FDA's acceptance of the supplement to the registration application for cariprazine's aMDD indication, and to securing approval for the same in December 2022. There was no item of such significance in 2023. Higher sales of Reagila® also contributed positively to the improved profitability of this business.

Women's Healthcare (WHC) Business Unit:

Sales in the WHC product group increased mainly due to sales of oral contraceptives and direct product sales of Ryeqo®, Lenzetto® and Evra®. Drovelis® sales also made a significant contribution to the development of income from sales. The product was launched in 2021. Drovelis® sales increased mainly in Western Europe, especially in Germany, Italy and Spain. During the reporting period, the product performed well in Russia, in line with the overall WHC portfolio, due to price increases and other factors. High Bemfola® sales achieved primarily in Spain, Greece, France and Italy were partially offset by slower turnover in South Korea and Australia. Sales of the product in the Czech Republic were also lower than in the reference period.

Double-digit sales growth was recorded in the WHC portfolio in key markets in Western Europe, Central Europe and Latin America.

The increase in gross margin is the combined effect of several factors. The development of the RUB exchange rate had a negative impact on gross margin, while higher sales volumes of oral contraceptives with a relatively high gross margin had a positive effect.

While in 2022, more than a quarter of Evra®'s revenue came from royalty income, in 2023 it was negligible. This had a negative impact on gross margin, which remained practically unchanged as a result of the above effects.

The above was compounded by further negative effects on profitability at the level of underlying operating profit, specifically, measures to improve efficiency, as well as increasing claw-back items. For Ryeqo® and Drovelis®, higher sales and marketing costs are laying a solid foundation for future growth.

Biotechnology (BIO) Business Unit:

In 2023, Teriparatide's turnover was HUF 21,682 million (EUR 56.8 million). In the Japanese market, sales amounting to HUF 3,964 million were reported, contributing 18% to the total sales of the product.

Sales of products belonging to the Biotechnology Business Unit from CDMO projects apart from Teriparatide amounted to HUF 24,519 million (EUR 64.2 million), an increase of 20.9% in HUF (24.7% in EUR) compared to the reference year.

On a year-on-year basis, the profitability of the business unit is almost unchanged.

General Medicines (GM) Business Unit:

In Hungary, the overall pharmaceutical market grew by 10.4%, while retail sales of Richter products grew at a faster pace of 13.5%, according to available IQVIA data. The Company ranks fourth among domestic market players with a 4.7% market share. In the prescription drugs market, Richter is the second largest distributor with a market share of 7.4%.

In Romania, the General Medicines Business Unit achieved a turnover of HUF 13,915 million (RON 180.4 million) in 2023. Revenue increased by 16.9% (20.0% in RON), mainly due to price increases in the second half of 2023.

In Russia, the turnover of HUF 68,496 million (RUB 15,782.5 million) decreased by 12.0% in HUF terms, while it increased by 16.8% in RUB terms. Compared to 2022, the rouble weakened by 24.7% against the forint on average.

According to market analysts (IQVIA, data for the months 1 to 11 of 2023), retail sales of Richter's products in rouble terms grew by 8.6%, significantly outpacing the overall sales growth rate (3.1%) on the market. The growth is mainly the result of price increases implemented by manufacturers and distributors.

1. 2. 2. Summary and the Supervisory Board's recommendation to the Annual General Meeting

The SB reviewed and discussed the documents supporting the 2023 Board of Directors Report to the Annual General Meeting, as well as the Independent Auditor's Report. Based on those and the information gained during the year, the SB was in a position to judge the figures and statements set out in the reports. We hereby present the following summary report, as jointly agreed by the Committee, and a unanimous opinion of the SB to the distinguished members of the General Meeting.

The Group's net income from sales totalled HUF 805,158 million in 2023, a HUF 2,403 million, or 0.3%, increase over the 2022 figure. This is imputed to higher sales in the Pharmaceuticals segment (+13.9%) compared to the reference year, largely offset by lower wholesale and retail sales following the divestment of the Romanian Wholesale and Retail business in May 2023.

In 2023, the result from adjusted business activities increased by 14.3% compared to the reference period. The operating profit margin grew from 19.1% to 23.5%. EBITDA was up from HUF 196,480 million to HUF 234,931 million.

Net financial income/loss was HUF 5,958 million in profit in 2022 and was followed by HUF -23,958 million in 2023. The loss in financial income was due to continued adverse exchange rate movements, which had an impact on realised items, notwithstanding the fact that Management reduced its exposure to exchange rate risk by entering into hedging transactions.

In 2023, the Group recognised corporate and deferred tax expenses of HUF 4,830 million as the balance of corporate tax expenses of HUF 4,904 million, special tax expenses of HUF 23 million, and deferred tax income of HUF 97 million.

Profit after tax attributable to owners of the parent company amounted to HUF 158,850 million, falling short of the profit for 2022 by HUF 10,226 million.

The above findings are backed by detailed data in the Report of the Board of Directors and the statements in the Auditor's Report. Having studied and duly deliberated these reports, and based on the experiences the SB gained in the course of its work throughout the year, the SB finds the statements in the said report are substantiated and reliable.

The Company always fulfilled its obligations to the State, banks, authorities, and market and other partners in a timely manner, and its financial position remained balanced throughout the year.

The SB agrees with the contents of the Company's Financial Statements for 2023 and the statements made in the Independent Auditor's Report. Accordingly, it proposes the Company's 2023 Balance Sheet, Income Statement, Notes to the Financial Statements and Business Report, with their truthfulness and compliance confirmed by the independent auditor, to the distinguished members of the General Meeting for approval.

2. Proposals for the approval of the 2023 Annual Report

2. 1. Proposal for the approval of Gedeon Richter Plc.'s Balance Sheet and after-tax profit for 2023

Based on the Company's audited Financial Statements for 2023 submitted to the Annual General Meeting, the analysis and Auditor's Statement issued by the auditor Deloitte Auditing and Consulting Limited, and the SB's own analysis, the Supervisory Board proposes that the distinguished members of the Annual General Meeting approve the following:

- The Consolidated Financial Statements for 2023 submitted to the AGM (with total assets and total liabilities in the Balance Sheet being equally HUF 1,361,217 million), duly audited in compliance with the International Financial Reporting Standards.
- The after-tax profit specified in the audited Consolidated Statements' Profit and Loss Statement for 2023 (before dividend payment) being HUF 160,651 million.
- The parent company's Financial Statements for 2023 submitted to the AGM (with total assets and total liabilities in the Balance Sheet being equally HUF 1,327,091 million), duly audited in compliance with the International Financial Reporting Standards.
- The after-tax profit specified in the Profit and Loss Statement in the parent company's audited Financial Statements for 2023 being HUF 186,901 million.

2. 2. Proposal for the approval of Gedeon Richter Plc.'s 2023 after-tax profit and rate of dividend

The Supervisory Board noted that the Board of Directors will make a proposal on this subject at a later date. Once acquainted with the dividend proposal of the Board of Directors, the Supervisory Board will make its proposal to the Annual General Meeting regarding the rate of dividend and the appropriation of the after-tax profit of Richter Gedeon Plc. for 2023.

Budapest, 7 March 2024



Dr. Attila Chikán
Chairman of the Supervisory
Board



GEDEON RICHTER

Resolution No. 1/2024.03.22 adopted without holding a meeting

**of the Supervisory Board
of The Chemical Works of Gedeon Richter Plc**

The Supervisory Board supports the proposal by the Board of Directors that the Annual General Meeting in 2024 shall determine 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 (after rounding **423 HUF/share (that is four hundred twenty-three Hungarian forints)**, and means a 49.1% effective payment ratio in proportion to the consolidated after-tax profit

Dr. Attila Chikán
Chairman of the Supervisory
Board

Chemical Works of Gedeon Richter Plc.

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EU Community VAT Identification No: HU 10484878 • Internet: www.richter.hu

Agenda item No.8.

Approval of the Company's
draft 2023 individual Annual Report
pursuant to the IFRS

Proposal to Item No.:8
on the Agenda of the AGM

Resolution of the Board of Directors No.: 30/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to approve the Company's draft 2023 individual annual report pursuant to the IFRS.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Agenda item No.9.

Resolution on the determination and allocation of the after-tax profit and the rate of dividends

Proposal to Item No.:9
on the Agenda of the AGM

Resolution of the Board of Directors No.: 75/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to state 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 **HUF 423, i.e. four-hundred-twenty-three Hungarian Forints** per share, and means **49.1%** effective payment ratio in proportion to the consolidated after-tax profit.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Agenda item No.10.

Corporate Governance Report



RICHTER GEDEON

Report on Corporate Governance¹

In order to comply with international and domestic legal and regulatory requirements and the highest ethical standards in all of its operations Gedeon Richter Plc. is committed to developing and maintaining a corporate governance system. This commitment is highlighted by the practice of transparent and efficient differentiation of the rights and responsibilities of the General Meeting, the Board of Directors, the Supervisory Board, and the Executive Management.

The corporate governance system and practice developed and applied by Richter is in keeping with the Corporate Governance Recommendations of the Budapest Stock Exchange, the stock market regulations currently in force, the provisions of the Civil Code², the Company's Statutes and with Gedeon Richter Plc's characteristics arising from its line of industry and its structure. The Company reviews its corporate governance principles from time to time to keep abreast with continuously evolving international practice. In this aspect, the Company is also considering ESG requirements, which exercise influence on the judgement of corporate governance systems by capital market participants.

General Meeting, rules for the conduct of the General Meeting

The supreme body of the Company is the General Meeting, which consists of all shareholders. The Company's Annual General Meeting is convened no later than by the last day of the fourth month of every business year. The Annual General Meeting addresses, among other points on the agenda, the following subjects:

- the Board of Directors' report on the Company's consolidated annual report for the previous business year pursuant to the International Financial Reporting Standards;
- the Supervisory Board's report on the Company's consolidated annual report for the previous business year pursuant to the International Financial Reporting Standards;
- the Auditor's report on the Company's consolidated annual report for the previous business year pursuant to the International Financial Reporting Standards;
- Approval of the Company's consolidated annual report for the previous business year pursuant to the International Financial Reporting Standards;
- the Board of Directors' report on the Company's individual annual report for the previous business year; on the management, the financial situation and the business policy of the Company;

¹ The report concerns the 2023 business year.

² Act V of 2013 on the Civil Code

- the Supervisory Board's report on the Company's individual annual report for the previous business year, including also the recommendation regarding the appropriation of after-tax profits;
- the Auditor's report on the Company's individual annual report prepared for the previous business year;
- Approval of the Company's individual annual report for the previous business year, including the resolution on the appropriation of the after-tax profits;
- Board of Directors' report on the practice of corporate governance and on the departures made by the Company in applying the Corporate Governance Recommendations of the Budapest Stock Exchange;
- Resolution on the remuneration of elected officers.

The Annual General Meeting shall be convened by the Board of Directors unless otherwise provided by the Civil Code. The person or organ convoking the General Meeting shall determine its time, venue, and agenda.

The convening of the General Meeting shall be published on the Company's homepage at least 30 days prior to the commencement date thereof pursuant to the provisions applicable to the Company's announcements. The Company may notify shareholders regarding the convocation of the General Meeting in an electronic format, if shareholders have so requested.

The Board of Directors shall have the right to call an extraordinary General Meeting at its discretion. The Board of Directors shall also call an extraordinary General Meeting if persons authorized by the Civil Code or these Statutes request from the Board of Directors that a General Meeting be held. If shareholders holding at least one percent of the votes request for the convening of a General Meeting, stipulating its reason and purpose, such a General Meeting shall be convened.

The announcement (invitation) convening the General Meeting shall indicate the name and seat of the Company, the venue, date, time, agenda and method of holding of the General Meeting, the conditions placed on the exercise of voting rights as specified in these Statutes as well as the time and venue of the reconvened General Meeting. No more than twenty-one days, but at least ten days shall pass between the General Meeting of an insufficient quorum and the reconvened General Meeting. The announcement convening the General Meeting shall contain the information that a shareholder or nominee may participate on the General Meeting if registered in the Share Register at least two working days prior to the beginning date of the General Meeting; and the requirements laid down in these Statutes of exercising the right to supplement the agenda of the General Meeting, as well as the date, place and way of accessing the full and original text of the proposals on the agenda and of the proposed resolutions (including the website of the Company).

The Company shall publish the key data of the Company's draft consolidated annual report for the previous business year pursuant to International Financial Reporting Standards and its draft individual annual report 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 General Meeting, including separate summaries of the individual share classes, together with a summary of the proposals relating to the items on the agenda, the supervisory board report on these, and draft resolutions, as well as forms for voting by proxy, on the Company's website at least twenty-one days prior to the annual General Meeting.

The General Meeting is chaired by the Chairman of the Board of Directors or another person previously invited by the Board of Directors to take the chair. The General Meeting shall approve

the identity of the chairman of the General Meeting prior to substantive discussion of further items on the agenda and until this has happened the General Meeting cannot make a further substantive decision in respect of the items on the agenda.

Items not listed in the published agenda may only be discussed and valid resolutions concerning these items shall only be passed if all of the shareholders are present at the General Meeting and they give their unanimous consent to the addition of such items to the agenda.

With the exception of cases where the presence of a larger number of shareholders is required in order to constitute a quorum, a quorum exists if shareholders, personally or through their representatives, representing over half of the votes embodied by the voting shares are present at the General Meeting and have duly evidenced their shareholder or representative status. The General Meeting may be suspended once. If the General Meeting is suspended, it shall be continued within thirty days. Existence of the quorum shall be examined at each decision. With respect to the quorum, shareholders or representatives of a shareholders who submit a “yes”, “no”, or “abstention” vote shall be deemed as the ones being present.

If the General Meeting has no quorum, the General Meeting shall be reconvened. No more than twenty-one days, but at least one hour shall pass between the starting times of a General Meeting of an insufficient quorum and the reconvened General Meeting. With the exception of cases where under the given circumstances the presence of a larger number of shareholders is required in order to constitute a quorum, the reconvened General Meeting shall have a quorum for the purpose of considering items on the agenda of the original General Meeting if the shareholders representing more than 20% of the votes relating to the voting shares issued by the Company are presented personally or via proxy at the reconvened General Meeting and their shareholding or representation right has been duly evidenced.

Shareholders' rights and treatment of shareholders

All shareholders are entitled to participate in the General Meeting, and to request information and to make observations and to submit motions as set out in 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 making such request at least eight days before the General Meeting 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 that 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 documents on condition that the requesting shareholder makes a written declaration of confidentiality. The Board of Directors may refuse to disclose information or to grant access to documentation or data if its dissemination would compromise the business secrets of the Company, if 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, then he may request the Court of Registration to compel the Company to provide the requested information and grant access to documentation.

Shareholders may practise their rights after entitlement verification by way of the identification procedure. No certificate of ownership is required for the practice of shareholders' rights. The date of registration in the Share Register shall be the same as the date of the identification of ownership.

At the General Meeting, shareholders' rights can be exercised by means of the voting card. The voting card shall contain the name of the shareholder or the shareholder's representative and the number of votes to which he is entitled to. The Company shall only issue a voting card to a shareholder or shareholder's representative who is registered in the Share Register as the owner of the shares or as the shareholder's representative, or in case of jointly owned shares, as joint representative.

At the General Meeting, the voting shall be effected by handing over the voting cards to the vote counters. The Board of Directors may decide to implement another method for the vote counting (i.e., using a computer to count votes). In such case, the proper recording of the above mentioned information shall have to be secured.

Shareholders may exercise their rights at the General Meeting through an authorized representative. The representative may be also other person than shareholder. Representatives may obtain voting cards if they present authorization contained in an official deed or private deed of full probative value to the Company at the place and time indicated in the announcement regarding the General Meeting.

The name of a shareholder or shareholder's representative who wishes to participate in the General Meeting shall be recorded in the Share Register by the second working day preceding the first day of the General Meeting.

Only those shareholders may exercise their rights at the General Meeting who are the owners of the shares on the reference date for the identification of ownership and whose names are contained in the Share Register on the second business day before the first day of the General Meeting. The keeper of the Share Register shall ensure the possibility of exercising of the right of registration until 6.00 PM (Budapest time) on the second business day before the first day of the General Meeting.

Every share of nominal value HUF 100 shall entitle its holder to one vote. At general meetings a shareholder may not exercise voting rights on his own account or as a representative of another shareholder, alone or in concert with affiliated persons, in excess of twenty-five percent (25%) of the voting rights attached to the shares by shareholders present or represented at the General Meeting. A shareholder shall not be entitled to exercise voting rights prior to having effected full payment of its contribution in cash.

Shareholders are entitled to receive a share of the Company's profits that are distributable and where a dividend is declared by the General Meeting. Such dividend shall be in proportion to the number of nominal shares held by the shareholder (right to a dividend). However, dividends with respect to treasury shares shall be divided to shareholders entitled to dividends, payable in proportion of the nominal value of their shares. Shareholders that have been registered in the Share Register as a result of the identification of ownership prepared on the reference date established and announced by the Board of Directors regarding the payment of dividends are entitled to dividends. The date relevant with respect to the entitlement to dividends established by the Board of Directors may differ from the date of the General Meeting adopting the resolution for the payment of dividends.

In the event of termination of the Company without legal successor, the shareholder shall be entitled - based on the payments and in-kind contributions made by the shareholder for the shares - to a proportion of any remaining assets of the Company following the satisfaction of creditors.

Such proportion of the remaining assets shall be distributed to the shareholder in proportion to the ratio of the nominal value of its shareholding in the Company's registered capital and the total registered capital of the Company (proportional right to liquidation assets).

The Board of Directors

The Board of Directors of Gedeon Richter Plc. is the ultimate decision making body of the Company in matters other than those that are within the exclusive remit of the General Meeting.

Increasing value for shareholders, profitability, enhancing efficiency and transparency of operation and providing the conditions for environmental protection and safe operation as well as good shareholder relations based on consistent information are priority considerations and goals for the Board of Directors.

The structure, remit and operation of the Board of Directors

Pursuant to the Company's Statutes the Board of Directors is made up of at least three and not more than twelve members. Members of the Board of Directors are elected by the General Meeting for a definite term of not more than five years. Currently the Board of Directors consists of twelve³ members.

To members of the Board of Directors as executive officers the Company applies the criteria of independence stated in the Guidelines concerning the composition and independence of the Board of Directors proposed by the Corporate Governance and Nomination Subcommittee and approved by the Board of Directors' on 27th of February 2023. With respect to these criteria the definitive majority of the members of the Board of Directors, 75% of them (nine members out of the twelve members of the Board of Directors) shall be deemed independent.

The Company's Chief Executive Officer is a member of the Board of Directors. Separation of the office of Chairman of the Board of Directors and the Chief Executive Officer is a key aspect of corporate governance. Two different people holding the tasks of the Chief Executive Officer and of the Chairman of the Board of Directors.

The Board of Directors elects its Chairman and - if the members find it necessary - Deputy Chairman from among its members. The Board of Directors may withdraw this mandate at any time. If for any reason, the Chairman or the Deputy Chairman cease to be members of the Board of Directors, their mandate as Chairman or Deputy Chairman shall be terminated.

Chairman of the Board of Directors: Erik Bogsch (dependent)⁴

Members of the Board of Directors:

Dr. Péter Cserhádi (independent)

³ On 27 February 2023 Ms Ilona Dávid and dr. László Szabó resigned from their memberships in the Company's Board of Directors. On 25 April 2023, the Annual General Meeting of the Company approved the re-election of Mr Erik Bogsch and Mr Gábor Orbán as members of the Board of Directors for a five-year period until the 2028 AGM, the re-election of dr Ilona Hardy dr Pinténné, Prof Dr E. Szilveszter Vizi and dr Péter Cserhádi as members of the Board of Directors for a four-year period until the 2027 AGM, and the election of Ms. Gabriella Balogh, Mrs. Lászlóné Németh and Mr. Balázs Szepesi as members of the Board of Directors for a three-year period until the 2026 AGM.

⁴ Mr Erik Bogsch with effect from 1 March 2024 resigned from his position as Chairman of the Board of Directors of Gedeon Richter Plc., while remaining a member of the Board. In acknowledgement of his commitment and paramount contribution to the Company, the Board of Directors has decided to grant Mr Erik Bogsch the title of "Lifetime Honorary Chairman of Gedeon Richter Plc..

Ilona Dávid (independent) /until February 27, 2023/
 István Hamecz (dependent)
 Dr. Ilona Hardy dr. Pintérné (independent)⁵
 Gábor Orbán (dependent)
 Dr. Anett Pandurics (independent)
 Bálint Szécsényi (independent)
 Prof. Dr. E. Szilveszter Vizi (independent)⁶
 Dr. Nándor Pál Ács (independent)
 Dr. László Szabó (independent) /until February 27, 2023/
 Gabriella Balogh (independent) /from April 25, 2023/
 Lászlóné Németh (independent) / from April 25, 2023//
 Balázs Szepesi (independent) / from April 25, 2023//

The introduction of the members of the Board of Directors is available on the Company's website at www.gedeonrichter.com.

The business activity of the Company is controlled by the Board of Directors in accordance with the Company's Statutes, the resolutions of the General Meeting and the relevant effective legal regulations. The Board's remit includes review and approval of the Company's future outlook, strategic principles and programmes, and its transactions beyond the boundaries of regular business. It monitors and regularly evaluates the Company's performance and the management's operation. It selects and contracts the Managing Director; it evaluates the Managing Director's performance and determines the Managing Director's remuneration. It ensures compliance with the statutory provisions and the Code of Corporate Ethics.

The Board of Directors acts and passes resolutions as a body. The Board of Directors shall pass its resolutions by a simple majority voice vote. In case of an equality of votes for and against, the Chairman shall have a decisive vote if the Chairman of the Board of Directors is present. If the Chairman is absent and there is an equality of votes, the proposed resolution shall be considered rejected. At the request of any member of the Board of Directors, the Chairman shall order a secret vote. The Board of Directors keeps minutes of its meetings and its resolutions are documented. Besides the recurrent items on its agenda the Board discusses and evaluates the performance of each of the key business segments.

In 2023 the Board of Directors held eleven (11) meetings with an average attendance rate of 96.89 %, furthermore approved resolutions four times without holding session.

The Board of Directors has the quorum required for decisions on the merit of matters if at least two-thirds but at least three of its current members are present. The current number of members shall mean the number of members in office at the given time. If the Board does not have a quorum when it is first called, the Chairman shall call a repeated meeting for a date within three days from the original date. The reconvened meeting shall have a quorum if the majority of, but not less than three, members of the Board are present. The Board of Directors shall pass its resolutions by simple majority.

⁵ The Board of Directors on its meeting held on 26 February 2024 elected Dr Ilona Hardy Dr Pintérné as deputy Chairman of the Board of Directors with effect from 1 March 2024 for a period until the date of the AGM in 2027.

⁶ The Board of Directors on its meeting held on 26 February 2024 elected Prof Dr E. Szilveszter Vizi as Chairman of the Board of Directors with effect from 1 March 2024 for a period until the date of the AGM in 2027.

The honoraria of the members of the Board of Directors are determined by the Annual General Meeting. Pursuant to the resolution of the Annual General Meeting of 25 April, 2023 the monthly fixed remuneration (honoraria) of the Chairman of the Board of Directors was set at HUF 945,000 per month and that of the members of the Board of Directors at HUF 790,000 per month, for year 2023 effective as of January 1, 2023. In addition to the fixed honoraria, the Annual General Meeting approved remuneration (meeting fee) for the members of subcommittees established by the Board of Directors of the Company based on meetings attended, set at the same level for each subcommittee meeting, but with an annually capped amount. Furthermore approved share remuneration to the non-operative members of the Board of Directors of the Company for the year 2023, linked to the Company's performance in 2023. The extent of the meeting fee and share remuneration payable to certain Board members described in the Company's Remuneration report from year 2023.

Subcommittees of the Board of Directors⁷

In order to improve efficiency of decision-making processes the Board of Directors set up three subcommittees. The subcommittees consist of at least three Board members. The members of the subcommittees are elected by the Board for a term equal to the member's term on the Board. The duties of the subcommittees are determined by the Board of Directors.

The following subcommittees are in operation:

Corporate Governance and Nomination Subcommittee⁸

The Corporate Governance and Nomination Subcommittee - which exist since 2004 - consist of three independent members not employed by the Company.

Chairman: Prof. Dr. E. Szilveszter Vizi (independent)⁹

Members:
Dr. Iona Hardy dr. Pintérné (independent)¹⁰
Dr. Péter Cserhádi (independent)¹¹

The introduction of each members of the Subcommittee is available on the Company's website in framework of the introduction of the members of the Board of Directors. The term of mandate of Subcommittee members' equals with their term of mandate as members of the Board of Directors.

⁷ The Board of Directors on its meeting held on March 8, 2024 modified the denotation of Subcommittee to Committee in the name of the Subcommittees established by the Board of Directors. (*Corporate Governance Committee* instead of *Corporate Governance Subcommittee*, *Remuneration Committee* instead of *Remuneration Subcommittee*, *ESG Committee* instead of *ESG Subcommittee*).

⁸ Board of Directors modified the denotation of the body to Corporate Governance Committee from the day of March 8, 2024.

⁹ With effect from 8 March 2024, Prof. Dr. E. Szilveszter Vizi resigned from his position as Chairman of the Corporate Governance and Nomination Subcommittee while remaining a member of the Committee.

¹⁰ The Board of Directors on its meeting held on March 8, 2024, elected dr. Iona Hardy dr. Pintérné to be the Chairman of the Corporate Governance and Nomination Committee.

¹¹ On the meeting of the Board of Directors held on 8 March 2024, dr. Péter Cserhádi resigned from his membership in the Corporate Governance and Nomination Subcommittee. The Board of Directors elected Gabriella Balogh to be the member (independent) of the Corporate Governance and Nomination Committee from the day of March 8 2024.

Within its sphere of competence the 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.

The Corporate Governance and Nomination Subcommittee acts and makes decisions as a body. The Subcommittee keeps minutes of its meetings and its decisions are recorded.

In 2023 business year, the Corporate Governance and Nomination Subcommittee held six (6) meeting with an average attendance rate of 100%.

In 2023 business year, the Corporate Governance and Nomination Subcommittee discussed the below subjects:

- Rules of Procedure of Subcommittees established by the Board of Directors;
- discussing principles and criteria applicable in course of nominating executive officers;
- audition of the candidates to the Board of Directors;
- assessment of the activity of the Board of Directors in 2022;
- Corporate Governance Report for year 2022
- Corporate Governance Code;
- modification of the Board of Directors' Rules of Procedure,
- supervision of the composition of the Board of Directors with respect to the term of certain mandates.

Members of the Corporate Governance and Nomination Subcommittee with respect to their position and activity in the Subcommittee got remuneration (meeting fee) based on meetings attended, set at the same level for each subcommittee meeting, but with an annually capped amount.

Remuneration Subcommittee¹²

The Remuneration Subcommittee - which exist since 2004 - consists of three members. The majority of the members of the Subcommittee are independent, not employed by the Company.

Chairman: Dr. Anett Pandurics (independent)

Members:

Dr. Péter Cserháti (independent)

Dr. Nándor Pál Ács (independent)

¹² Board of Directors modified the denotation of the body to Remuneration Committee from the day of March 8, 2024.

The introduction of the members of the Subcommittee is available on the Company's website in framework of the introduction of the members of the Board of Directors. The term of mandate of Subcommittee members' equals with their term of mandate as members of the Board of Directors.

Within its sphere of competence the 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.

The Remuneration Subcommittee acts and makes decisions as a body. The Subcommittee keeps minutes of its meetings and its decisions are documented.

In the 2023 business year the Remuneration Subcommittee held four (4) meetings with an average attendance rate of 100%.

In the 2023 business year the Remuneration Subcommittee discussed the below subjects:

- assessing the completion of CEO's bonus schedule for year 2022;
- assessing the pro rata completion of CEO's EPP schedule for years 2021-2022 and years 2022-2023;
- CEO's EPP schedule for years 2023-2024;
- CEO's bonus schedule for year 2023;
- motion to the CEO's basic wage for year 2023;
- motion to the remuneration of governing body members and its modification;
- Remuneration report prepared from year 2022;
- motion to the modification of the Remuneration policy;
- discussion of the Remuneration policy and the position and directions of the Remuneration report approved by the AGM in 2023;
- assessing the completion of the CEO's bonus schedule for year 2023;
- motion to the CEO's bonus schedule for year 2024.

Members of the Remuneration Subcommittee with respect to their position and activity in the Subcommittee got remuneration (meeting fee) based on meetings attended, set at the same level for each subcommittee meeting, but with an annually capped amount.

ESG Subcommittee¹³

The Board of Directors with respect to the strengthening role of the ESG requirements both on the national and international capital markets in the last few years, also set up ESG Subcommittee in December 2021.

¹³ Board of Directors modified the denotation of the body to ESG Committee from the day of March 8, 2024.

Chairman of the Subcommittee: Dr. Ilona Hardy dr. Pintérné (independent)¹⁴

Members of the Subcommittee: Bálint Szécsényi (independent)¹⁵
Gábor Orbán (dependent)¹⁶

The ESG Subcommittee is responsible for monitoring the ESG requirements of the national and international capital markets, the changes in these requirements, and furthermore with respect to the Company's industrial and structural characteristics to initiate motions to the Board of Directors so that the Company comply with the ESG requirements.

In the 2023 business year the ESG Subcommittee held one (1) meeting with an average attendance rate of 100%.

In the 2023 business year the ESG Subcommittee discussed the actual themes falling to the subject of the ESG.

Members of the ESG Subcommittee with respect to their position and activity in the Subcommittee got remuneration (meeting fee) based on meetings attended, set at the same level for each subcommittee meeting, but with an annually capped amount.

Division of responsibilities and duties between the Leadership team and the Board of Directors

The Leadership team is responsible for the operative management of the Company's activities directed by the Chief Executive Officer. The Board of Directors shall charge one of its members as Chief Executive Officer for a period determined by the Board of Directors. Except for the rights assigned to the General Meeting, the employer's rights over the Chief Executive Officer shall be exercised by the Board of Directors.

The Leadership team is a forum for the preparation of decisions, where all members have the right and obligation to provide an opinion. Based on the opinions of the members of the Leadership team the final decision shall be made by the Chief Executive Officer or the Board of Directors, depending on their competence.

As set out by the Statutes the Board of Directors shall determine the remit of the Chief Executive Officer and shall approve the Company's Rules of Organization and Procedure. The Board of Directors may assign any of its powers related to day-to-day management to the Chief Executive Officer with terms and conditions as its discretion, and may from time to time revoke or change all or any of the powers so assigned; however, the assignment shall not affect the liability of the Board of Directors.

Under the Rules of Organization and Operation the Chief Executive Officer may assign some of his duties relating to the Company's internal administration to the Company's officers and employees

¹⁴ On meeting of the Board of Directors held on 8 March 2024, dr. Ilona Hardy dr. Pintérné resigned from her membership and her position being Chairman in the ESG Subcommittee.

¹⁵ The Board of Directors elected Bálint Szécsényi to be the Chairman (independent) of the ESG Committee from the day of March 8 2024.

¹⁶ On meeting of the Board of Directors held on 8 March 2024, Gábor Orbán resigned from his membership in the ESG Subcommittee. The Board of Directors elected Lászlóné Németh (independent) and Balázs Szepesi (independent) to be the members of the ESG Committee from the day of March 8 2024.

by means of job descriptions, or by general or ad hoc orders. The Chief Executive Officer is competent to make decisions on any issues that are not within the sphere of competence of the General Meeting or the Board of Directors.

The Chief Executive Officer may exercise and delegate employer's rights in respect of employees and persons having other kind of legal relation with the Company within the scope of and in such manner as defined in the Company's Rules of Organization and Procedure.

The Chief Executive Officer makes decisions regarding the evaluation and remuneration of the work of the Leadership team in the context of the annual plan and the bonus system. The Board of Directors makes decisions regarding the evaluation and remuneration of the work of the Chief Executive Officer in the context of the annual plan and the bonus system and on the basis of the proposal of the Remuneration Subcommittee.

Members of the Leadership team:

Gábor Orbán	- Chief Executive Officer
István Hamecz	- Chief Financial Officer
Tibor Horváth	- Commercial Director
Dr. István Greiner	- Director of Research & Development
Katalin Erdei	- Director of Human Resources
Tamás Szolyák	- Director, Global Regulatory Science and Portfolio Management
Attila Szénási	- Director of Pharmaceutical manufacturing ¹⁷

The introduction of the members of the Leadership team is available on the Company's website at www.gedeonrichter.com.

Conflict of interest and independence

In order to avoid conflict of interest of members of the Board of Directors and of the Leadership team in their relations to third parties the employment contract of members of the Leadership team prohibits employment or other legal relationship of a similar nature with an undertaking of a similar profile. Members of the Board of Directors and of the Supervisory Board shall make a declaration of no conflict of interest between their elected position and their other commitments upon their election.

In subject of the conflict of interest, the Company's Statutes circumscribe sources of conflict of interest and define the followable procedure in case of arising suspicion of conflict of interest against members of the Board of Directors and/or members of the Supervisory Board.

The Company with respect to the members of the Board of Directors applies the criteria of independence stated in the Guidelines concerning the composition and independence of the Board of Directors proposed by the Corporate Governance and Nomination Subcommittee and approved by the Board of Directors' on 27th of February 2023.

¹⁷ Chief Operating Officer since January 1, 2024

Supervisory Board

Pursuant to the Company's Statutes the Supervisory Board is made up of at least five and not more than nine natural person members. Members of the Supervisory Board are elected by the General Meeting for a definite term of not more than three years. The present term of mandate of the members of the Supervisory Board is stated in the declaration attached to this report as Annex 1.

Based upon the Statutes, as long as the number of the Company's full time employees exceeds a yearly average of two hundred, employees shall participate in the control of the Company's activities through the Supervisory Board. In such case, one third of the members of the Supervisory Board shall be comprised of the employees' representatives. In the event of a number indivisible by three, such third shall be calculated in such manner as to be more favourable to the employees.

Currently the Supervisory Board consists of six members. The criteria of independence stated in the Civil Code shall be applied to the members of the Company's Supervisory Board. With respect to these criteria the principle of majority of the independent members are fully enforced in respect of the composition of the Supervisory Board. Two of its members represent the employees and the remaining four members are independent (external) persons.

Chairman of the

Supervisory Board: Dr. Attila Chikán (independent)

Members of the

Supervisory Board: Prof. Dr. Jonathán Róbert Bedros (independent)
 Dr. Zoltán Matos (independent)
 Dr. Livia Pavlik (independent)
 Dr. Krisztina Gál (employees' representative) (dependent)
 Péter Müller (employees' representative) (dependent) /until March 8, 2023/
 Ferenc Sallai (employees' representative) (dependent) /from April 25, 2023/

The introduction of the members of the Supervisory Board is available on the Company's website at www.gedeonrichter.com.

The Supervisory Board monitors the operations of the Company. The Supervisory Board holds meetings regularly in accordance with the relevant legal regulations and its agenda, passes resolutions on the topics determined in its work plan, and takes action whenever the Company's operative activity so requires. The Supervisory Board keeps minutes of its meetings and its decisions are recorded.

Within its remit the Supervisory Board submits proposals to the Board of Directors, discusses the Company's strategy, financial results, capital expenditure policies, and internal control, risk management and audit systems. At its meetings the Supervisory Board receives regular and suitably detailed information about the Company's management. The Chairman of the Supervisory Board is entitled to participate in the meetings of the Board of Directors with the right to give advice.

In the 2023 business year the Supervisory Board held eight (8) meetings with an average attendance rate of 89.58 %.

The Supervisory Board shall have a quorum if at least each of its members has been duly invited thereto and at least two-thirds, but at least four members are present. The reconvened meeting originally adjourned due to the absence of a quorum shall have a quorum if at least three (3) members of the Supervisory Board - in the ratio defined in Section 16.8 of the Statutes - are present. The Supervisory Board shall pass its resolutions by simple majority of those present. In case of an equality of votes for and against, the Chairman shall have a decisive vote if the Chairman of the Supervisory Board is present. If the Chairman is absent and there is an equality of votes, the proposed resolution shall be considered rejected.

The honoraria of the members of the Supervisory Board are determined by the Annual General Meeting. Pursuant to the resolution of the Annual General Meeting of April 25, 2023 the remuneration of the Chairman of the Supervisory Board was set at HUF 790.000 per month and that of the members of the Supervisory Board at HUF 570.000 per month, for year 2023 effective as of January 1, 2023. In addition to the fixed honoraria, the Annual General Meeting approved remuneration (meeting fee) for the Chairman of the Supervisory Board based on meetings of the Board of Directors he attended, set at the same level for each meeting of the Board of Directors for the year 2023. The extent of the meeting fee payable to the Chairman of the Supervisory Board in respect of 2023 is described in the Company's Remuneration report from year 2023.

Audit Board

The Company has an Audit Board consisting of three members. Its members are elected by the General Meeting from among the independent members of the Supervisory Board. The Chairman of the Audit Board is appointed by the Supervisory Board. The audit board members as a whole shall have competence relevant to the sector in which the Company is operating. At least one member of the Audit Board shall have a professional certificate in accounting or auditing.

Members of the Audit Board: Dr. Attila Chikán
Dr. Livia Pavlik
Dr. Zoltán Matos

The introduction of the professional background of members of the Audit Board is available on the Company's website at www.gedeonrichter.com.

The Audit Board is responsible for the supervision of the Company's internal accounting rules. Accordingly, the scope of competences and tasks of the Audit Board includes the following:

- opinion on the consolidated annual report for the previous year pursuant to the IFRS;
- opinion on the individual annual report for the previous business year;
- monitoring the statutory audit of the consolidated and the individual annual report; taking into account any findings and conclusions by the authority in charge of the public oversight of auditors as provided for in Act LXXV of 2007 on the Chamber of Hungarian Auditors, the Activities of Auditors, and on the Public Oversight of Auditors (hereinafter referred to as "Auditors Act") made during the quality assurance review provided for in the Auditors Act;
- recommendation regarding the person and remuneration of the auditor;
- preparation of the agreement to be concluded with the auditor;
- observing the enforcement of the professional, conflict of interest and independency requirements applicable to auditors - with special regard to compliance with the requirements in Article 5 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16

April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC, undertaking the duties in connection with the co-operation with the auditor, monitoring other services provided by the auditor - or if the auditor is belongs to a network, members of such network - to the Company or the companies controlled by the Company besides the auditing of the consolidated and individual annual reports, and in case of need, recommendations to the Supervisory Board regarding the arrangements to be carried out;

- monitoring of the operation of the financial accounting system and submitting recommendations regarding the necessary arrangements where deemed necessary;
- assistance with the work of the Supervisory Board in the interest of the appropriate supervision of the financial accounting system as well as
- monitoring the effectiveness of the company's internal control and risk management systems and submitting recommendations where deemed necessary.

The Audit Board acts and makes decisions as a body. The Board keeps minutes of its meetings and its decisions are recorded.

In the 2023 business year the Audit Board held three (3) meetings with an average attendance rate of 100%, furthermore approved resolutions three times without holding session.

In the 2023 business year the Audit Board discussed the below subjects:

- examining of individual annual report and consolidated annual report and the business reports;
- reviewing the auditor's reports;
- examining of the Corporate Governance Report for year 2022;
- determination of the annual report of the Audit Board;
- the Company's interim financial statement regarding the accounting date of August 31, 2023;
- services not related to auditing (falling out of the scope of auditing the consolidated and individual report) rendered by the business entity acting as statutory auditor and/or entities connecting to the statutory auditor's net.

In 2023 the Board of Directors did not passed such resolution, which was against the proposal of Audit Board.

Members of the Audit Board with respect to their position and activity in the Audit Board got remuneration (meeting fee) based on meetings they attended, set at the same level in each Audit Board meetings, but with an annually capped amount, for the year 2023. The meeting fee payable to the members of the Audit Board in respect of 2023 is described in the Company's Remuneration report from year 2023.

Introduction to the diversity policy applied to the members of governing bodies

In its operation Richter lays great store by personal values and individual characteristics. According to the Company's creed the exploitation of varying characteristics is the corner stone of innovation and success, and believes that the Company's success is partly based on the diversity of its people. It considers the recognition and appreciation of the individual's personal traits important. It is task for all executives to set an example in the area of handling diversity, tolerance, inclusion and diversity management, furthermore to encourage and within its possibilities to promote the practical expression of the Company's commitment to diversity.

Diversity is a tenet at all levels of Richter's operation. Thus when drafting internal regulations the Company strives to shape the corporate environment to meet this principle.

To implement the Company's views in practice, on June 26 2023, the Board of Directors supervised and updated the Diversity Policy regarding the Company's governing bodies (Board of Directors, Supervisory Board and Leadership team), adopted on 28 May 2018 and announced on 21 June 2018. The Diversity Policy set for a five-year period, whose implementation is closely tracked by the Board, determines the diversity aspects and objectives applicable for the Company's business management, executive and supervisory bodies.

In the spirit of diversity, when composing the Company's governing bodies priority will be given to knowledge related to Richter's main business and multinational pharma industry Group character, expertise in the economic, scientific, social and environmental contexts of the Company's operation, the effective and fruitful cooperation of professionals from different genders, representing both younger and older generations, as well as professional and personal reputation. Richter's position is that these diversity considerations are best promoted if the governing bodies have members with qualification and experience in the areas relevant for the Company (pharmaceutical research, R&D, healthcare, finance, capital market, general management); Richter, therefore, makes an effort to have members with appropriately diverse professional backgrounds serving on its governing boards. The goals formulated in the Policy in conjunction with the governing bodies envision that both sexes should be represented among the members at least in such extent that the aggregate rate of ladies should reach 30%, and in case of those governing bodies for which obligatory applicable quota is set in subject of the ratio of the genders based on any national law, international law or other legal regulation approved by the European Union¹⁸, the Company comply with the regarding rule.

It is a further aim is that the age distribution of members should be balanced, and members should also include gifted persons of different generations with appropriate competences.

The Company pays attention to the considerations and goals determined in the Policy when nominating members to the Board of Directors, the Supervisory Board and the Audit Board, and when selecting members and planning potential successors to serve on the Executive Board. As a public limited company, Richter has no power other than nominating members on the Company's boards; their election is the exclusive competence of the AGM.

When nominating and electing the members of subcommittees, besides taking in account the appropriate professional and personal competences, the Board of Directors always encourages the participation of women and age diversification of members. Accordingly, among the members of all subcommittees - including the newly set up ESG Subcommittee in December 2021 - the participation rate of women exceeds 30 %.

As a result of the resolutions regarding the composition of the Board of Directors approved by AGM in 2023 the age distribution of the Board of Directors definitively did not changed.

Among non-executive members of the Board of Directors women were represented with 30% ratio, while in the Supervisory Board the 30% as a rate of women related to the full number of Supervisory Board members was provided also without any change in 2023.

The Company considers it important to regularly inform the shareholders about its Diversity Policy in the Annual Report and the Report on Corporate Governance including changes in, and achievements through, the Policy.

Internal control and risk management system of the Company

¹⁸ See: DIRECTIVE (EU) 2022/2381 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 23 November 2022 on improving the gender balance among directors of listed companies and related measures

Richter is committed to long-term value creation for all its stakeholders, including its customers, investors, employees, and to society at large. In order to succeed in this endeavor Richter operates a risk management system which abides by the highest international standards and best industry practices. Richter views Risk Management as one of the tools for effective Corporate Governance. Company attempts to identify, to understand and to evaluate in due time emerging risks and to initiate such successful corporate responses that ensure both a stable and sustainable operation of the Company and the implementation of its corporate strategy.

Elements of the comprehensive risk management model at the Company are as follows:

- ▶ The Board of Directors is responsible for the supervision and management of risk management activity;
- ▶ The management of strategic risks is the responsibility of the managers assigned to the risks;
- ▶ The Russian-Ukrainian war was a major strategic risk for our Company in 2023. Related challenges, short-term and long-term risks have been continuously managed by the Company's management and the relevant functions since the outbreak of the war;
- ▶ Leaders of corporate functional units are responsible for the management of operational risks within their scope of activity, while several areas (Quality Management, Regulatory Affairs, IT, HR, Legal) manage various cross-functional risks;
- ▶ The Company continuously develops its integrated operational risk management system. The main elements of the operational risk management system are the assessment of strategic risks, the risk and control self-assessment of all main processes and activities, the continuous development and maintenance of the control environment, building and managing a risk event database, forming a system of key risk indicators;
- ▶ In order to support business continuity, the Company operates an integrated business continuity system, which it continuously develops;
- ▶ Sales related compliance risks are mitigated through a centralized, separate functional unit;
- ▶ Financial risks are mitigated in a centralized manner by Financial Directorate with the help of dedicated risk manager, internal regulations, limits and monitoring, risk analyzes and reporting;
- ▶ The adequacy of internal risk management procedures is monitored by the Audit Department in accordance with an approved annual plan and reports on the efficiency of the internal controls in place are delivered at least once a year to the Supervisory Board and the Audit Board;
- ▶ The internal audit, risk and compliance functions as internal lines of defense cooperate in order to reduce the risk exposures of the Company.

In 2023 new risks or newly mapped risks:

- Continuous increase in market entry barriers in operating areas defined by Richter's strategy
- Moving the production of API from Budapest to Dorog may cause lost business and additional costs

In 2023 from our risks the following risks have emerged:

- Risks related to achieving the strategic goals of the GM (General Medicine)
- Difficulties in accessing and retaining qualified staff in the Central and East European companies of the Group may make operations more difficult, more expensive and may even result in lost business
- Failure to comply with relevant legislation and industry ethical standards may result in official penalties and loss of reputation.

- Procurement related risks
- Currency risk
- Credit risk

While the risks below have decreased in 2023:

- The outstanding contribution of Cariprazine to the profits of the Company results in a concentration risk of the income side
- The risks of the phased implementation of the current strategy
- Risk of Russian-Ukrainian war
- Risks related to GDPR regulations
- The risk of a power outage could cause plants and Richter in general to shut down. A significant increase of energy prices may cause a profit decrease (direct and indirect effects) and unprofitable products in some cases
- Risks related to transport, storage, production and sales planning
- Quality problems/absence of data used for decision-making and operation can result in wrong decisions, business loss, competitive disadvantage, non-compliance with authorities, and loss of reputation.
- Inflation risk
- Risk of inorganic growth

Statutory Auditor

On 25 April, 2023 the General Meeting has elected **Deloitte Auditing and Consulting Ltd.** as the Company's statutory auditor for a period of one year expiring on April 30, 2024, but not later than the approval of the 2023 consolidated report.

In 2023 Gedeon Richter Plc.'s statutory Auditor was Deloitte Auditing and Consulting Ltd. The individual auditor in charge appointed by the Auditor company, as responsible for fulfilment of tasks of the Auditor was Mr. Tamás Horváth, member of the Hungarian Chamber of the Auditors.

In accordance with its contract, Deloitte Auditing and Consulting Ltd. audits the Company's individual Annual Report prepared in accordance with the International Financial Reporting Standards, and the consolidated financial statements prepared in accordance with the International Financial Reporting Standards (IFRS, earlier IAS).

The audit of the financial statements mentioned above was conducted in accordance with the Hungarian Auditing Standards, the International Standards of Auditing (ISA) and the Accounting Act and other statutory provisions relevant to auditing.

The Statutory Auditor ensures continuity of auditing through regular on-site work and participation in meetings of the Board of Directors and the Supervisory Board, and through other forms of consultation. In addition, the Auditor reviews the Company's quarterly reports to BSE.

Pursuant to the resolution of the Annual General Meeting of April 25, 2023 the remuneration of the Statutory Auditor for the 2023 year is HUF 48,500,000+ VAT, which includes the fee for the auditing of the 2023 consolidated annual report under IFRS, the fee for the assessment of the consistency of the 2023 consolidated annual report with the consolidated business report and the so-called Business review for investor information, the fee for the auditing of the 2023 non-

consolidated annual report, the fee for examining the consonance between the non-consolidated annual report and business report for 2023, the fee for auditing of the Company's remuneration report prepared on the year 2023, 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 non-consolidated interim financial statement, which shall be completed on the accounting date of August 31, 2023. The statutory auditor will receive an additional fee of EUR 15,000 + VAT for auditing the ESEF tagging duties in respect of the 2023 consolidated annual report.

With the approval of the General Meeting, the business organization appointed as Auditor has audited the Company's individual financial statements and also audited the Company's consolidated financial statements prepared according to the International Financial Reporting Standards.

The statutory auditor did not perform any activity that might have compromised its independence.

The Audit Board decides on all non-auditing services provided to the statutory auditor and/or to members belonging to the statutory auditor's net and the related contract may only be concluded with the approval of the Audit Board, after the resolution in subject has been passed.

Shareholder relations

The formal contacts with shareholders include the annual reports and financial statements, half-yearly report and the quarterly earnings published through the Budapest Stock Exchange and other announcements. Shareholders receive additional information on the Company's business, its results and strategy at the Annual General Meeting. The Company organizes roadshows - both in-person and virtual - to inform the investor community in the United States, the United Kingdom and in Europe. The Company also meets investors and analysts at its Headquarters in Budapest, and upon request, it organizes site visits for investors and analysts. During the year investors may contact the Company with their inquiries and may put questions and make proposals at the General Meeting.

The Company's Investor Relations Department is coordinating the above activities. The Share Registration Department focuses primarily on small shareholder relations. As an additional information channel the Company's website (www.gedeonrichter.com) includes a specific page which addresses the needs of investor and financial analyst community.

The Company's disclosure practices

In accordance with the statutory provisions in force and the General Terms of Service of the Budapest Stock Exchange, the Company publishes its announcements and disclosures as well as its regular and extraordinary information on the website of the [Budapest Stock Exchange \(www.bet.hu\)](http://www.bet.hu), the [website dedicated to capital market disclosures managed by the National Bank of Hungary \(https://kozzetetelek.mnb.hu/\)](https://kozzetetelek.mnb.hu/), and on the Company's own website (www.gedeonrichter.com), as well as in the [Hungarian Companies Journal in case of concrete regulation](#). The invitation to the General Meeting and the announcement on payments of dividends are also published in [The Financial Times](#) in addition to the above. Accordingly, the Company publishes quarterly earnings, half-yearly reports and, following conclusion of the business year, an annual report, and provides extraordinary information in cases where it becomes aware of actual or expected changes in its business that may directly or indirectly affect the value or yield of its

shares, or that are material for market players for making investment-related decisions. In addition, the Company's Investor Relations Department contacts the shareholder community and financial analysts on a regular basis.

The Company does not determine own publication policy. The Company in connection with its publications follows the rules of the Statutes, the effective legal regulations, and the regarding regulations of the Budapest Stock Exchange and the National Bank of Hungary.

The Company' policy regarding insider trading

The persons deemed to be insider regarding the Company shall be defined based upon the rules of 596/2014/EU Regulation. The Company has developed regulations on the prohibition of insider trading as provided by law.

The Company does not determine own policy regarding insider trading. The 596/2014/EU Regulation and other regarding legal rules are applicable to the trading of persons deemed to be insider at the Company. The Company's internal regulations - which covering also regulations related to prohibiting of insider trading - states prohibitions related to trading of insider person in compliance with the legal regulations.

The persons deemed to be insider regarding the Company have individual responsibility to comply with the rules related and connected to prohibition of insider trading and with the Company's internal regulations covering previous subjects.

Code of Ethics, Compliance

In the course of 2016, the Company reviewed and amended the Code of Ethics of Gedeon Richter Plc. and its affiliates ("RICHTER") as an elemental part of its Global Compliance Program. The Code of Ethics provides requirements for the conduct expected of the Company's employees in subordinate positions and for the higher levels of conduct demands on executive staff. It also sets guidelines on communications within the Company and on relations between the Company and its business partners. In the course of 2017, the renewed Code of Ethics and the Manuals of the Global Compliance Program were localized and implemented in the European affiliates of the Company, where the employees received comprehensive education of their contents.

In 2018, the Global Compliance Program was started to be extended to affiliates and representative offices in Latin American countries and in the CIS member states. In 2019, the Spanish and Russian versions of the compliance materials were completed, with the help of which the local operating procedures were updated, and the employees of the affiliates could be trained.

The Global Compliance Programme training is ongoing, supported by centrally prepared training materials and regular feedback from affiliates on the training provided, and an education matrix is used to determine which employees need to receive training.

It is important to mention that the affiliates are obliged to report to the parent company twice a year, through the questionnaire established for this purpose, on violations of the Code of Ethics, the Manuals of the Global Compliance Program, data protection incidents and labour disputes.

In addition to the continuous updates, Richter started a comprehensive revision of the Manuals of the Global Compliance Programme in 2022 to ensure that they contain up-to-date information and are in line with the latest amendments to the Medicines for Europe Code of Conduct.

The EU Directive 2019/1937 on the protection of persons who report breaches of Union law (the "Directive") had to be implemented into the national legal systems of the EU Member States by 17 December 2021. The Directive sets out stricter rules on the handling of whistleblowing reports compared to the current Hungarian rules, which ensure that whistleblowers are provided with a high level of protection. Until 21 December 2021 at the Company it was possible to get in contact with Gedeon Richter Plc. by sending individual report in e-mail to compliance@richter.hu e-mail address concerning questions regarding the Global Compliance Program. In order to comply with the Directive, the Company established a central, confidential, online reporting system (Richter Virtual Compliance Officer – "Richter VCO") which allows the Company's Legal and intellectual property department to investigate and handle the reports of employees and contracted partners related to misconducts, breaches of law and ethical violations. The Richter VCO is available at <https://richter.vco.ey.com> where anyone can submit a report online in connection with the operation of the Company anonymously, without disclosing personal data. The previous reporting channels are still live (phone: +36 1 431 4700 or e-mail: compliance@richter.hu) besides the Richter VCO. In order to comply with the Directive, the Company has expanded the Richter VCO to group level and all the EU-based affiliates joined the central Richter VCO system.

Since the introduction of the Global Compliance Programme, Richter received the highest number of reports from both within the parent company and from foreign affiliates through the Richter VCO and the Compliance Hotline in 2022. The majority of the reports were filed via the previously introduced Compliance Hotline, which is more widely known to employees at the moment. Richter has repeatedly made employees aware of the contact details for these reporting channels, which has resulted in the number of Compliance related cases more than doubling in 2022 compared to 2021. In 2023 the number of reports has stagnated compared to 2022, but the majority of reports has now been submitted via the new Richter VCO system, which means that the efforts made to promote the Richter VCO system has been successful.

Overall, both the number and quality of Compliance reports show an increasing trend in Compliance awareness.

The increase and strengthening of compliance awareness are not only important regarding our own employees, but also throughout our entire supply chain. Therefore, all our contracts signed with Third Parties contain anti-corruption clauses, which cover the content of the Anti-Corruption Manual, and which constitute the prerequisite of any contract. The anti-corruption clauses have been revised and updated in 2022.

In 2022, in view of the increased number of sanctions imposed by international organisations and authorities, Richter started to develop sanctions monitoring activities within the parent company. Sanctions monitoring is the tracking of which legal and natural persons and products are placed on sanctions lists by countries, international organisations and authorities. The reasons for inclusion on the sanctions list are the pursuit of illegal activities such as terrorism, the pursuit or financing of cyber-attacks, the proliferation of chemical weapons or the pursuit of conduct that violates human rights. It is important to underline that there are several types of sanctions lists, which impose different obligations on Richter.

The monitoring of sanctions is an obligation for all companies established in the European Union. For this reason, project work to enable the use of an automated sanctions monitoring tool was launched in 2022. The system went live at Richter at the beginning of 2023.

Beside the automated screening of sanctioned legal and natural persons, we also have a continued duty to examine new sanctions packages and new legislative acts. Richter was mostly affected by the EUs 9th and 12th sanction packages, and for example also consulted with the Hungarian authority on the interpretation of the 9th package.

Corporate Social Responsibility

The Company has a diverse commitment to its immediate environment and to society at large, and so feels it has a duty to support community goals as much as possible, both independently and together with other organizations. Richter is convinced that it must play a role in the areas in which it is active. The Company is a committed sponsor of health care and education, which includes the training of chemists, pharmacists and doctors. Numerous cooperation agreements provide assistance to the research and educational activities of universities that offer training in the natural sciences. Gedeon Richter Plc. has established various foundations to provide support for Hungarian health care. The Company takes part in programmes in Hungary that help people achieve a greater understanding and awareness of particular health problems. This purpose is also served by the Richter Health City programme begun in 2009, whose “health profit” till the end of 2023 was HUF 614 million donated to 100 Hungarian hospitals, which was allocated for improving their equipment.

As a major company in gynaecology, Richter embraces the psychological and social well-being of women as part of its social responsibility, as a result of which it devotes particular attention to supporting programmes that are of value to women. The Company launched its “Richter for Women Programme”, now comprising several initiatives, in 2010.

Every year – the last time concerning the year of 2022 – the Company issues a Sustainability Report, which describes the environmental and safety activity of Richter’s manufacturing subsidiaries as well as their social responsibility.

The Company is committed to making future generations healthier through its activity.

Environmental awareness

Compliance with health, safety and environmental regulations is a priority for Richter, therefore the Company strictly observes the statutory provisions relevant to these areas in all of its operations. Gedeon Richter Plc. is convinced that efficient and successful production is the basis of preserving its employees' health, creating a safe working environment, and protecting the environment. The mission of the EHS (Environmental, Health and Safety) Department established at the beginning of 2023 is “Healthy colleagues at safe and sustainable workplace”, in other words the developing and building of the EHS culture of the whole company.

The Company finds it important to focus on environmental protection as a whole and on its particular areas. In order to protect environmental elements, the Company takes care to identifying, assessing and reducing the environmental impact, and potential risks associated with its business, and also to the disposal and recovery of waste generated in accordance with the applicable requirements. In interest of reducing environmental impacts the Company

- constantly upgrades its production technologies and seeks to use the best available techniques.
- modernizes the infrastructure for storage and supply of chemicals to reduce the risk of soil and groundwater contamination.
- continuously monitoring the condition of the groundwater and neighboring air, the quality of wastewater emitted and the noise impact of the site.
- In 2023 we performed a risk assessment at Budapest and Dorog site to calculate the impact of emitted APIs in wastewater to the surface water. In case of 5 investigated API the concentration due to the emission of Richter is below of the effective concentration, so the risk is acceptable.

- investigates possibilities for reduction amount of wastes, makes an effort to increase the recovery ratio regarding the produced wastes as far as it is possible. At the Hungarian sites the ratio of recovery is 87%. We began the review of solvent recycling and regeneration, we extended these processes for new technologies, therefore we reduced the amount of waste and the purchased solvents as well.
- yearly calculates carbon footprint of Company's activity and work out action plan to reduce greenhouse gas (GHG) emission and to mitigate the climate change. We set the target like EU program "Fit for 55" that we will reduce our total GHG emission by 55% compared to 1990 by 2030. In 2023 we reached 46% reduction (estimated). We extended the carbon footprint calculation to all production subsidiaries as well.
- To develop the environmental consciousness, we published articles regarding the appropriate using of air conditioners, the energy efficiency or carbon footprint analysis in frame of "Together for the Sustainability" campaign.

We build up our processes and projects based on the sustainability approach, and we support our stakeholders – in brief, this is Richter's environmental protection strategy. The Company complies with Hungarian and international environmental laws and regulations and has held an [Integrated Pollution Prevention Control \(IPPC\) licence](#) since 2007. With a view to continuously improving its environmental performance, the Company operates an Environmental Management System (EMS) [according to ISO 14001](#); its system has been awarded an internationally valid environmental certificate since 2001. In 2023 we succeed the yearly revision and began the integration of our Environmental Management System (EMS) and Occupational Health and Safety Management System (OHSAS).

Gedeon Richter Plc. believes it is important to make its environmental efforts and achievements known to everybody interested. From 2001 to 2004 Gedeon Richter Plc. provided information in annual environmental reports. Since 2005 the Company on its website provide this information of public interest in chapter concerning environmental protection in its regularly published Sustainability reports. Our newest report for 2022 is available at our website in English as well.

Budapest, April 25, 2024

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Prof. Dr. E. Szilveszter Vizi
Chairman of the Board of Directors

Annex 1***Corporate Governance Report
on compliance with the Corporate Governance Recommendations***

As part of the Corporate Governance Report, the Company makes a statement regarding the extent to which it has implemented in its own corporate governance practice the recommendations and proposals specified in the relevant sections of the Corporate Governance Recommendations issued by the Budapest Stock Exchange Ltd., by completing the following tables.

These tables provide an overview for the investors of the extent of the compliance - by the relevant company - with certain requirements set out in the Corporate Governance Recommendations at glance, and enable easy comparison of the practices of the specific companies.

The Recommendations contain both recommendations that are binding for all issuers and non-binding proposals. Issuers may derogate both from binding recommendations and non-binding proposals. In the event of derogation from the recommendations, issuers are required to publish and justify the derogation in their corporate governance reports ('comply or explain'). This enables issuers to take industry and company-specific requirements into account. Accordingly, even issuers derogating from the recommendations can comply with corporate governance requirements under specific circumstances. Concerning the proposals, issuers should indicate whether they apply a given guideline or not, and they can also explain any derogation from the proposals.

The basic principle and purpose of the corporate governance report is to have companies give a report of their previous business year and to reveal the measure of their compliance with the Recommendations. The Recommendations may, however, include recommendations and proposals relating to events which did not occur at the issuer in the given period. In accordance with the current practice, these 'event type' questions can be answered with 'YES' also when the relevant event did not occur in the business year (for instance, no dividend was paid, or no shareholders' comments were received for the proposals to be submitted prior to the General Meeting) if the Company would have responded to the occurrences of such events as set forth in the Recommendations, in line with the provisions of its Articles of Association or its practices. In a situation like that, the solution that comes closest to the principle of transparent operation is for the issuer to select YES and also to add an explanation that though the event in question did not occur in the previous business year, there are appropriate mechanisms in place to handle it.

Level of compliance with the Recommendations

The Company indicates whether it follows the relevant recommendation or not, and if not, briefly explains the reasons why it did not follow that specific recommendation.

1.1.1. Does the Company have an organisational unit dealing with investor relationship management, or a designated person to perform these tasks?

Yes

Explanation: -

1.1.2. Are the Company's Articles of Association available on the Company's website?

Yes

Explanation: -

1.1.4. If the Company's Articles of Association allow shareholders to exercise their rights in their absence, did the Company publish the methods and conditions of doing so, including all necessary documents?

Yes

Explanation: The announcement (invitation) convening the general meeting contains information regarding the way and conditions to appoint representative (nominee) and the fact that the forms for voting via proxy will be published by the Company on its website 21 days prior to the general meeting.

1.2.1. Did the Company publish on its website a summary document containing the rules applicable to the conduct of its General Meetings and to the exercise of voting rights by shareholders?

Yes

Explanation: The announcement (invitation) convening the general meeting contains the regarding rules.

1.2.2. Did the Company publish the exact date when the range of those eligible to participate in a given company event is set (record date), and also the last day when the shares granting eligibility for participating in a given company event are traded?

Yes

Explanation: -

1.2.3. Did the Company hold its General Meetings in a manner providing for maximum shareholder participation?

Yes

Explanation: -

1.2.6. The Company did not restrict the shareholders' right to designate a different representative for each of their securities accounts to represent them at any General Meeting. (Answer Yes, if not)

Yes

Explanation: -

1.2.7. For proposals for the agenda items, were the Board of Directors' draft resolution and also the Supervisory Board's opinion disclosed to the shareholders?

No

Explanation: In case of proposals in financial subjects the Supervisory Board's opinion was presented in the Supervisory Board's reports.

1.3.3. The Company did not restrict the right of its shareholders attending a General Meeting to request information, add comments and submit proposals, or set any preconditions for these with the exception of some measures taken to conduct the General Meeting in a correct manner and as intended. (Answer Yes, if not)

Yes

Explanation: -

1.3.4. By answering the questions raised at the General Meeting, did the Company ensure compliance with the information provision and disclosure principles set out in legal and stock exchange requirements?

Yes

Explanation: -

1.3.5. Did the Company publish on its website the answers to the questions that the representatives of the Company's boards or its auditor present at the General Meeting could not satisfactorily answer at the meeting within 3 working days following the General Meeting, or an official statement explaining why it refrained from giving answers?

No

Explanation: There were no such questions.

1.3.7. Did the Chairman of the General Meeting order a recess or suggest that the General Meeting be postponed when a proposal or proposal relating to a particular issue on the agenda was submitted which the shareholders hadn't had a chance to become familiar with before the General Meeting?

No

Explanation: There were no such suggestions, proposals which would justify ordering a recess or postponing the general meeting.

1.3.8.1. The Chairman of the General Meeting did not use a combined voting procedure for a decision related to electing and recalling executive officers and Supervisory Board members. (Answer Yes, if not)

Yes

Explanation: -

1.3.8.2. For executive officers or Supervisory Board members, whose nominations were supported by shareholders, did the Company disclose the identity of the supporting shareholder(s)?

Yes

Explanation:

1.3.9. Prior to discussing agenda items concerning the amendment of the Articles of Association, did the General Meeting pass a separate resolution to determine whether to decide on each amendment of the Articles of Association by individual votes, joint votes, or votes combined in a specific way?

No

Explanation: *In the proposal to the general meeting it is signed at the agenda item relating to the amendments of the Statutes that the amendments would be proposed in which subjects.*

1.3.10. Did the Company publish the minutes of the General Meeting containing the resolutions, the description of the draft resolutions and any important questions and answers related to the draft resolutions within 30 days following the General Meeting?

No

Explanation: *The Company fulfill its obligation to deposit the minutes of the general meeting in compliance with the rules of the Civil Code.*

1.5.1.1. -1.5.6.¹⁹

1.6.1.1. Do the Company's publication guidelines cover the procedures for electronic, online disclosure?

No

Explanation: *The Company did not establish publication guidelines. The Company in connection with its publications follows the rules of the Statutes, the effective legal regulations, and the regarding regulations of the Budapest Stock Exchange and the National Bank of Hungary.*

1.6.1.2. Does the Company design its by considering the aspects of disclosure and the information of investors?

Yes

Explanation: -

¹⁹ As a result of the review of the BSE Corporate Governance Recommendations (hereinafter: "CG Recommendations") in 2020, the Corporate Governance Committee of BSE (hereinafter: "the Committee") repealed Section 1.5 on Remuneration and recommendations under 1.6.7 regarding remuneration and accordingly amended points 1.6.2, 1.6.9 and 2.2.2 as well as Annex 1 of the CG Recommendations, regarding to that from July 2019 the rules of remuneration matters are governed by the provisions of Act LXVII of on the Encouragement of Long-term Shareholder Engagement and Modification of Certain Acts with the Purpose of Legal Harmonization. Nevertheless, in the future, the Committee intends to give interpretations and guidance to complement these legal provisions to the issuers, but for this it is necessary that relevant experience connecting to the new legal regulations is learnt and gathered. The new recommendations and proposals be approved by the Committee later on and stepping instead of the repealed points will summarize these practical experiences.

1.6.2.1. Does the Company have an internal publication policy in place which covers the processing the information listed in Section 1.6.2. of the Recommendations document?

No

Explanation: The Company formed its internal practice relating to disclosures in compliance with the effective legal regulations, rules of the Statutes, and the regarding regulations of the Budapest Stock Exchange and the National Bank of Hungary.

1.6.2.2. Do the internal regulations of the Company cover the methods for the assessment of events judged to be important for publication?

No

Explanation: The Company formed its internal practice relating to disclosures in compliance with the effective legal regulations, rules of the Statutes, and the regarding regulations of the Budapest Stock Exchange and the National Bank of Hungary.

1.6.2.3. Did the Board of Directors/Governing Board assess the efficiency of the publication processes?

No

Explanation: See as written under Section 1.6.2.1. and 1.6.2.2.

1.6.2.4. Did the Company publish the findings of the efficiency assessment of the publication process?

No

Explanation: See as written under Section 1.6.2.1. and 1.6.2.2.

1.6.3. Did the Company publish its annual company event calendar?

Yes

Explanation: -

1.6.4. Did the Company publish its strategy, business ethics and policies regarding other stakeholders?

Yes

Explanation: -

1.6.5. Did the Company publish the career information of Board of Directors / Governing Board, Supervisory Board and management members in its annual report or on the company website?

Yes

Explanation: -

1.6.6. Did the Company publish all relevant information about the internal organisation and the operation of the Board of Directors / Governing Board and the Supervisory Board, about the work of the management, the assessments of these and the changes in the current year?

No

Explanation: The Corporate Governance and Nomination Subcommittee assessed the annual work of the members of the Board of Directors. The Supervisory Board reported from its annual work in its report regarding the Company's annual report. Assessing the work of the Chief Executing Officer falls into the competence of the Board of Directors. Assessing the work of other members of the Leadership team falls into the competence of the Chief Executive Officer.

1.6.7.1.-1.6.7.2.²⁰

1.6.8. Did the Company publish its risk management guidelines and information about its system of internal controls, the main risks and the principles for their management?

Yes

Explanation: -

1.6.9.1. Did the Company publish its guidelines relating to the trading of its shares by insiders?

No

Explanation: The Company does not publish own guidelines (policy) relating to the trading of its shares by insiders. The 596/2014/EU Regulation and other regarding legal rules are applicable to the trading of persons deemed to be insider at the Company. The Company's internal regulations - which covering also regulations related to prohibiting of insider trading - states prohibitions related to trading of insider person in compliance with the legal regulations.

1.6.9.2. Did the Company disclose the share of the Board of Directors / Governing Board, Supervisory Board and management members in the securities issued by the Company²¹ in the annual report or in some other way?

Yes

Explanation: -

1.6.10. Did the Company publish the relationship of Board of Directors / Governing Board, Supervisory Board and management members may have with third parties which could affect the operation of the Company?

No

Explanation: There was no such case.

²⁰ See footnote No.6

²¹ See footnote No.6

2.1.1. Does the Company's Articles of Association contain clear provisions regarding the responsibilities and competences of the General Meeting and the Board of Directors / Governing Board?

Yes

Explanation: -

2.2.1. Does the Board of Directors / Governing Board have a rules of procedure in place defining the organisational structure, the actions for arranging for and conducting the meetings, and the tasks regarding the adopted resolutions, as well as other issues related to the operation of the Board of Directors / Governing Board?

Yes

Explanation: -

2.2.2. Does the Company publish the procedure used for nominating Board of Directors / Governing Board members²²?

No

Explanation: Draft resolutions regarding the candidates nominated to be the members of the Board of Directors is proposed by the Board of Directors based upon the preliminary motion of the Corporate Governance and Nomination Subcommittee, at the same time providing the curriculum vitae of the candidates.

2.3.1. Does the Supervisory Board provide a detailed description of its operation and duties, as well as the administrative procedures and processes followed by it, in its rules of procedure and work plan?

Yes

Explanation: -

2.4.1.1. Did the Board of Directors / Governing Board and the Supervisory Board hold meetings periodically at a predefined interval?

Yes

Explanation: -

2.4.1.2. Did the rules of procedure of the Board of Directors / Governing Board and the Supervisory Board provide rules for the conduct of meetings that cannot be planned in advance, and for decision-making using electronic telecommunications means?

Yes

²² See footnote No.6

Explanation: There is a possibility to hold extraordinary meetings and passing resolution without session.

2.4.2.1. Did board members have access to the proposals to be presented at the meeting of the respective board at least five days prior to the meeting?

Yes

Explanation: In case of extraordinary convened meetings and in questions put ad hoc on the agenda the Company provided access to the proposals with shorter term.

2.4.2.2. Did the Company arrange the proper conduct of the meetings, the drawing up of the meeting minutes and management of the resolutions made by the Board of Directors / Governing Board and the Supervisory Board?

Yes

Explanation: -

2.4.3. Do the rules of procedure provide for the regular or ad hoc participation of non-board members at respective board's meetings?

Yes

Explanation: -

2.5.1. Were the members of the Board of Directors / Governing Board and the Supervisory Board nominated and elected in a transparent process, and was the information about the candidates made public in due time before the General Meeting?

Yes

Explanation: -

2.5.2. Does the composition and size of the boards comply with the principles set out in Section 2.5.2. of the Recommendations?

Yes

Explanation: -

2.5.3. Did the Company ensure that the newly elected Board of Directors / Governing Board and Supervisory Board members became familiar with the structure and operation of the Company and their tasks were carried out as members of the respective boards?

Yes

Explanation: -

2.6.1. Did the Governing Board / Supervisory Board request (in the context of preparing the annual corporate governance report) its members considered to be independent to confirm their independence at regular intervals?

Yes

Explanation: -

2.6.2. Does the Company provide information about the tools which ensure that the Board of Directors / Governing Board assesses objectively the management's activities?

No

Explanation: *Assessing the work of the Chief Executive Officer is falling into the competence of the Board of Directors. Assessing the other members of the Leadership team is the competence of the Chief Executive Officer.*

2.6.3. Did the Company publish its guidelines concerning the independence of its Governing Board / Supervisory Board members and the applied independence criteria on its website?

No

Explanation: *In case of those public companies limited by shares which do not have one tier (Board) system, but where operate a two tier system – there is independent Supervisory Board beside the Board of Directors - the Civil Code do not state criteria of independence to the members of the Board of Directors. To members of the Board of Directors the Company applies the criteria of independence stated in the Guidelines concerning the composition and independence of the Board of Directors proposed by the Corporate Governance and Nomination Subcommittee and approved by the Board of Directors' on 27th of February 2023. The Company applies the criteria of independence stated to the Supervisory Board members in the Civil Code in respect of members of the Supervisory Board.*

2.6.4. Does the Supervisory Board of the Company have any members who has held any position in the Board of Directors or in the management of the Company in the previous five years, not including cases when they were involved to ensure employee participation?

Yes

Explanation: -

2.7.1. Did members of the Board of Directors / Governing Board inform the Board of Directors / Governing Board and (if applicable) the Supervisory Board (or the Audit Committee if a uniform governance system is in place) if they, or individuals they have business relations with, or their relatives have interest in any business transactions of the Company (or any subsidiaries thereof) which excludes their independence?

No

Explanation: *There was no such transaction.*

2.7.2. Were transactions and assignments between members of boards/ members of the management/individuals closely associated with them and the Company/subsidiaries of the Company carried out in accordance with the Company's general business practice but applying more stringent transparency rules compared to general business practice, and were they approved?

No

Explanation: There was no such transaction.

2.7.3. Did board members inform the Supervisory Board / Audit Committee (Nominating Committee) if they had received an appointment for board membership or management position of a company not belonging to the Company Group?

No

Explanation: There was no such case.

2.7.4. Did the Board of Directors / Governing Board develop guidelines for the flow of information and the management of insider information within the Company, and monitor compliance with them?

Yes

Explanation: The Company set up rules related to handling insider information in frameworks of internal regulations.

2.8.1. Did the Company create an independent internal audit function that reports directly to the Audit Committee / Supervisory Board?

No

Explanation: According to the Rules of Organization and Procedure approved by the Board of Directors at the Company there is an Internal Audit and Process Governance Office, operating subordinated to the Chief Executive Officer, which reports regularly to the Board of Directors and also fulfills tasks given by the Supervisory Board.

2.8.2. Does Internal Audit have unrestricted access to all information necessary for carrying out audits?

Yes

Explanation: -

2.8.3. Did shareholders receive information about the operation of the system of internal controls?

Yes

Explanation: -

2.8.4. Does the Company have a function ensuring compliance (compliance function)?

Yes

Explanation: -

2.8.5.1. Is the Board of Directors / Governing Board or a committee operated by it responsible for the supervision and management of the entire risk management of the Company?

Yes

Explanation: The Board of Directors and the Supervisory Board are jointly responsible for the management of the Company's risk management.

2.8.5.2. Did the relevant organisation of the Company and the General Meeting received information about the efficiency of the risk management procedures?

Yes

Explanation: -

2.8.6. With the involvement of the relevant areas, did the Board of Directors / Governing Board develop the basic principles of risk management taking into account the special idiosyncrasies of the industry and the Company?

Yes

Explanation: -

2.8.7. Did the Board of Directors / Governing Board define the principles for the system of internal controls to ensure the management and control of the risks affecting the Company's activities as well as the achievement of its performance and profit objectives?

Yes

Explanation: -

2.8.8. Did internal control systems functions report about the operation of internal control mechanisms and corporate governance functions to the competent board at least once a year?

Yes

Explanation: -

2.9.2. Did the Board of Directors / Governing Board invite the Company's auditor in an advisory capacity to the meetings on financial reports ?

Yes

Explanation: -

Level of compliance with the Proposals

The Company must state whether it follows the relevant proposal included in the Corporate Governance Recommendations, or not (Yes / No). The Company can also explain any derogation from it.

1.1.3. Does the Company's Articles of Association provide an opportunity for shareholders to exercise their voting rights also when they are not present in person?

Yes

(Explanation: -)

1.2.4. Did the Company determine the place and time of General Meetings initiated by shareholders by taking the initiating shareholders' proposal into account?

No

(Explanation: There was no such case.)

1.2.5. Does the voting procedure used by the Company ensure a clear, unambiguous and fast determination of voting results, and in the case of electronic voting, also the validity and reliability of the results?

Yes

(Explanation: -)

1.3.1.1. Were the Board of Directors/Governing Board and the Supervisory Board represented at the General Meeting?

Yes

(Explanation: -)

1.3.1.2. In the event the Board of Directors/Governing Board and the Supervisory Board was absent, was it disclosed by the Chairman of the General Meeting before discussion of the agenda began?

No

(Explanation: There was no absence.)

1.3.2.1. The Articles of Association of the Company did not preclude any individuals from receiving an invitation to the General Meetings of the Company at the initiative of the Chairman of the Board of Directors/Governing Board and being granted the right to express their opinion and to add comments there if that person's presence and expert opinion is presumed to be necessary or help provide information to the shareholders and help the General Meeting make decisions. (Answer Yes, if not)

No

(Explanation: The Statutes does not contain such explicit possibility but it is approved according to the Company's long-years practice.)

1.3.2.2. The Articles of Association of the Company did not preclude any individual from receiving an invitation to the General Meetings of the Company at the initiative of shareholders requesting to supplement the agenda items of the General Meeting and from being granted the right to express their opinion and to add comments there. (Answer Yes, if not)

No

(Explanation: The Statutes does not contain such explicit possibility but with the consent of the Chairman of the Board of Directors it is approved according to the Company's long-years practice.)

1.3.6. Does the annual report of the Company prepared as specified in the Accounting Act contain a brief, easy-to-understand and illustrative summary for shareholders, including all material information related to the Company's annual operation?

Yes

(Explanation: -)

1.4.1. In line with Section 1.4.1., did the Company pay dividend within 10 working days to those of its shareholders who had submitted all the necessary information and documents?

Yes

(Explanation: -)

1.6.11. Did the Company publish its information in English as well, in line with the provisions of Section 1.6.11?

Yes

(Explanation: -)

1.6.12. Did the Company inform its investors about its operation, financial situation and assets on a regular basis, but at least quarterly?

Yes

(Explanation: -)

2.9.1. Does the Company have in place internal procedures regarding the use of external advisors and outsourced activities?

No

(Explanation: The directorates of the Company are entitled to decide on using external advisors and outsourced activities on ad hoc basis to the debit of their budget. In cases of top priority the decision on using external advisor is falling in competence of the Chief Executive Officer.)

Dated in Budapest, April 25, 2024

.....
Prof. Dr. E. Szilveszter Vizi
Chairman of the Board of Directors

DRAFT

Agenda item No.11.

Advisory vote on the amended remuneration policy
of the Company for years 2021-2024

DRAFT!!!

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 committees³:

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Corporate Governance and Nomination Committee⁴:

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- 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 Committee⁵:

törölt: Subc

- 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;

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 8 March 2024. At its meeting on March 8, 2024, the Board of Directors approved changing the name of the subcommittees established by the Board of Directors from "Subcommittee" to "Committee."

⁴ Amendment effective from 8 March 2024. The amendment is purely technical, given the change of the name of the subcommittee (instead of Corporate Governance and Nomination Subcommittee it is Corporate Governance and Nomination Committee).

⁵ Amendment effective from 8 March 2024. The amendment is purely technical, given the change of the name of the subcommittee (instead of Remuneration Subcommittee it is Remuneration Committee).

törölt: 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.

- give opinion on the Company's Remuneration report prepared by the Executive Board, before it is discussed by the Board of Directors.

ESG Committee⁶:

- 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.⁷

3.3. The members of the committees established by the Board of Directors shall receive, in addition to the fixed monthly honorarium, based on meetings⁸ attended, set at the same level for each committee meeting (hereinafter referred to as the "meeting fee")⁹. The meeting fees payable to committee members for the year in question shall 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 31 January of the calendar year following the calendar year in question.¹⁰

3.4. The members of the Board of Directors 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.¹² 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

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törölt: who do not have any other legal relationship with the Company other than their membership on the Board of Directors¹¹

⁶ Amendment effective from 8 March 2024. The amendment is purely technical, given the change of the name of the subcommittee (instead of ESG Subcommittee it is ESG Committee).

⁷ Amended and supplemented text effective from 9 March 2023.

⁸ 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.

⁹ Amendment effective from 8 March 2024. The annually capped amount of the meeting fee was deleted.

¹⁰ Amended and clarified text effective from 8 March 2024 given the change of name of committees and the deletion of the annually capped amount of the meeting fee.

¹² Amendment effective from 8 March 2024. The purpose of the amendment is to comply with the requirement indicated by the Company's shareholders that the executive members of the Board of Directors should receive shares as a long-term incentive, in the same way as non-executive members, and thereby also to ensure that they have an incentive to achieve, maintain or retain a long-term share price appreciation and dividend payment in line with the interests of shareholders.

törölt: 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.

törölt: 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.

Production (Pharmaceuticals Production OPBSI) in euros. For both remuneration 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 Committee, 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 year¹³.

törölt: Subc

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 companies¹⁴.

3.7. The share remuneration is a long-term incentive for directors as variable remuneration. It is intended to encourage, retain or maintain directors' long-term incentive to achieve, maintain or increase the share price in line with shareholders' interests and to pay dividends.¹⁵ To this end, the shares granted are subject to a two-year holding obligation (prohibition of alienation).¹⁶ This also ensures the interest of Board members in the increase in the price of Richter shares within the two-year holding period.¹⁷

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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 members of the Board of Directors 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 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 members of the Board of Directors which

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¹³ Amendment effective from 8 March 2024. The amendment is purely technical, given the change of the name of the subcommittee (instead of Remuneration Subcommittee it is Remuneration Committee).

¹⁴ Amendment and addition effective from 9 March 2023.

¹⁵ Amendment effective from 8 March 2024. The purpose of the amendment is to comply with the requirement indicated by the Company's shareholders that the executive members of the Board of Directors should receive shares as a long-term incentive, in the same way as non-executive members, and thereby also to ensure that they have an incentive to achieve, maintain or retain a long-term share price appreciation and dividend payment in line with the interests of shareholders.

¹⁶ 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.

¹⁷ Amendment effective from 8 March 2024. The purpose of the amendment is to comply with the requirement indicated by the Company's shareholders that the executive members of the Board of Directors should receive shares as a long-term incentive, in the same way as non-executive members, and thereby also to ensure that they have an incentive to achieve, maintain or retain a long-term share price appreciation and dividend payment in line with the interests of shareholders.

törölt: Supplemented text effective from 9 March 2023

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 within 30 days of the annual general meeting closing the financial year in question.¹⁸

törölt: concerned

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.

3.10.¹⁹ Members of the Board of Directors are awarded identical numbers of shares²⁰.

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3.11. The Company provides the Chairman of the Board of Directors with a chauffeur and the use of a car in addition to the benefits set out in sections 3.2.-3.3.-3.4. and 3.8.²¹

3.12. The Lifetime Honorary Chairman of the Board of Directors is entitled to the following benefits:

- one-time payable net amount in cash remuneration as life-work award;
- the use of an appropriate office and secretariat provided and maintained by the Company at the Company's headquarters, Company-provided driver and Company-provided car;
- reimbursement of expenses for professional trips; and
- during his term of office as a member of the Board of Directors, a monthly honorarium and a monthly share remuneration equal to the monthly honorarium and share remuneration of the Chairman of the Board of Directors.²²

3.13.²³ 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

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¹⁸ Amendment effective from 8 March 2024. The purpose of the amendment is to comply with the requirement indicated by Company's shareholders that the executive members of the Board of Directors should receive shares as a long-term incentive, in the same way as non-executive members, and thereby also to ensure that they have an incentive to achieve, maintain or retain a long-term share price appreciation and dividend payment in line with the interests of shareholders.

¹⁹ A purely technical amendment (renumbering the section).

²⁰ Amendment effective from 8 March 2024. The purpose of the amendment is to comply with the requirement indicated by the Company's shareholders that the executive members of the Board of Directors should receive shares as a long-term incentive, in the same way as non-executive members, and thereby also to ensure that they have an incentive to achieve, maintain or retain a long-term share price appreciation and dividend payment in line with the interests of shareholders.

²¹ Addition effective from 8 March 2024. The purpose of the amendment is to introduce a benefit reflecting the level, importance and responsibility of the Chairman of the Board of Directors in the Company's executive body in the decision-making function.

²² Addition effective from 8 March 2024. The purpose of this addition is to reflect the Board of Directors' decision of 26 February 2024 that, in acknowledgement of Mr Erik Bogsch's commitment to the Company and his paramount contribution to the Company's achievements, the Board of Directors has decided to grant Mr Erik Bogsch the title of "Lifetime Honorary Chairman of Gedeon Richter Plc." and, in connection with this decision, on the basis of the written proposal of the Remuneration Subcommittee, taking into account the exceptional circumstance serving the long-term interest of the Company that (i) Mr. Erik Bogsch has made an unparalleled contribution to the Company's survival of the political changeover and its development as an independent Hungarian company into an undisputed market player in the international pharmaceutical industry; (ii) he has served the long-term market interests of the Company for 54 years; and (iii) his five decades of service are an example and inspiration to all employees and officers of the Company. In consideration of sections 9.1 to 9.2 of the effective Remuneration Policy approved by Resolution No. 9/2023.04.25. of the General Meeting of Shareholders on 25.04.2023, the Board of Directors has decided to grant Mr Erik Bogsch special benefits in recognition of his contribution to the Company, in connection with his position as Lifetime Honorary Chairman.

²³ Addition effective from 8 March 2024. A purely technical amendment (renumbering the section).

törölt: 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.

törölt: Addition effective from 9 March 2023.

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.²⁴

3.14.²⁵ 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 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 subsidiaries²⁶.

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3.15.²⁷ All remuneration of members of the Board of Directors established by resolution shall be in the public domain²⁸.

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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.²⁹

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' meetings³⁰ attended by him (hereinafter referred to as "meeting fee"), set at the same level for each meeting of the

²⁴ Amended and supplemented text effective from 9 March 2023.

²⁵ Addition effective from 8 March 2024. A purely technical amendment (renumbering the section).

²⁶ Amendment effective from 8 March 2024. The purpose of the amendment is to comply with the requirement indicated by the Company's shareholders that the executive members of the Board of Directors should receive shares as a long-term incentive, in the same way as non-executive members, and thereby also to ensure that they have an incentive to achieve, maintain or retain a long-term share price appreciation and dividend payment in line with the interests of shareholders.

²⁷ Addition effective from 8 March 2024. A purely technical amendment (renumbering the section)

²⁸ Addition effective from 9 March 2023.

²⁹ Addition effective from 9 March 2023.

³⁰ 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.

törölt: Addition effective from 9 March 2023.

Board of Directors³¹.

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) based on meetings³² attended, set at the same level in each Audit Board meetings³³.

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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.³⁴

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 office³⁵.

4.6. After deliberating the proposal of the Remuneration Committee, 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 year³⁶.

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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 companies³⁷.

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

³¹ Addition effective from 9 March 2023.

³² 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.

³³ Amendment effective from 8 March 2024. The annually capped amount of the meeting fee was deleted.

³⁴ Addition effective from 9 March 2023.

³⁵ Addition effective from 9 March 2023.

³⁶ Amendment effective from 8 March 2024. The amendment is purely technical, given the change of the name of the subcommittee (instead of Remuneration Subcommittee it is Remuneration Committee).

³⁷ Addition effective from 9 March 2023.

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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 subsidiaries³⁸.

4.10. All remuneration of the members of the Supervisory Board and the Audit Board established by resolution shall be in the public domain³⁹.

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.⁴⁰

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

Remuneration based on employment may include the following elements:

³⁸ Addition effective from 9 March 2023.

³⁹ Addition effective from 9 March 2023.

⁴⁰ 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)⁴¹:

- 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 package⁴²
- Remuneration from subsidiaries
- Contribution to voluntary pension scheme
- Other fixed remuneration⁴³

Variable elements of remuneration (i.e. elements linked to performance)⁴⁴:

- Relating to one year⁴⁵:
 - Bonus
 - Other reward
- Long-term (multi-year):
 - Remuneration through the Employee Participation Program (EPP)
 - Share remuneration and related cash benefit⁴⁶

⁴¹ 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.

⁴² Clarified text effective from 9 March 2023.

⁴³ Clarified text effective from 9 March 2023.

⁴⁴ 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.

⁴⁵ Clarified text effective from 9 March 2023.

⁴⁶ Amendment effective from 8 March 2024. The purpose of the amendment is to comply with the requirement indicated by the Company's shareholders that the executive members of the Board of Directors should receive

- Other⁴⁷
- Extraordinary items

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 salary⁴⁸:

	Minimum (HUF)	Maximum (HUF)
CEO	4,500,000.00	15,000,000.00 ⁴⁹
Other Directors employed by the Company	2,000,000.00	10,500,000.00 ⁵⁰

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Honorarium:

Fixed remuneration, paid monthly to the members of the Board of Directors and the Supervisory Board. 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 Committee. 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, and the practices of domestic blue-chip companies and European mid-sized pharmaceutical companies. The amount of the monthly fees of the Chairman of the Board of Directors, of the Supervisory Board exceeds the amount of the monthly fees of the other members of the respective body.⁵¹

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shares as a long-term incentive, in the same way as non-executive members, and thereby also to ensure that they have an incentive to achieve, maintain or retain a long-term share price appreciation and dividend payment in line with the interests of shareholders.

⁴⁷ Clarified text effective from 9 March 2023.

⁴⁸ 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.

⁴⁹ Amendment effective from 8 March 2024. The amendment only concerns the amount.

⁵⁰ Amendment effective from 8 March 2024. The amendment only concerns the amount.

⁵¹ Amendment effective from 8 March 2024. The amendment is partly technical, given the change of the name of the subcommittee (instead of *Remuneration Subcommittee* it is *Remuneration Committee*) and partly substantive

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.

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 package⁵²) 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.

in view of (i) the factors to be taken into account when proposing an increase in fees, (ii) the fact that committee membership does not lead to a predetermined fixed honorarium, and (iii) the fact that committee chairs are not entitled to a higher honorarium than other committee members.

⁵² There is a language-related technical amendment in the Hungarian text which is not relevant to the English version.

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:

Bonus⁵³:

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.⁵⁴

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.

⁵³ 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.

⁵⁴ 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.

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

The maximum bonus payout is 100%. Pay-out over 100% is possible in the event of exceeding the Company's corporate targets.⁵⁵

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.

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)*⁵⁶.

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 XVIL 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.

⁵⁵ Amendment and addition effective from 8 March 2024. Purpose of the amendment and addition of the text: In the event of exceeding the Company's corporate targets, the Company wishes to further recognise the commitment and expertise of its employees for their contribution to the Company's outstanding results, and therefore the Company will pay the Executive Directors an additional bonus in the same way as other bonus earner employees, as follows: each 1% corporate target overachievement means a 1% increment on the total annual bonus (rounded down to the nearest whole number), up to a maximum of 10% increment

⁵⁶ 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.

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.**

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.

Share remuneration:⁵⁷

All members of the Board of Directors shall receive a variable number of Richter ordinary shares, dependent on the financial performance of the Company. The share remuneration is paid subsequently, within 30 days of the annual general meeting closing the business year in question, by crediting the shares to the securities account of the members of the Board of Directors.

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

⁵⁷ Addition effective from 8 March 2024. The purpose of the addition is to comply with the requirement indicated by the Company's shareholders that the executive members of the Board of Directors should receive shares as a long-term incentive, in the same way as non-executive members, and thereby also to ensure that they have an incentive to achieve, maintain or retain a long-term share price appreciation and dividend payment in line with the interests of shareholders.

growth of the results of operation before special items of the Pharmaceuticals Production (Pharmaceuticals Production OPBSI) in euros. For both remuneration 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).

Cash benefit:⁵⁸

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 members of the Board of Directors 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 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 members of the Board of Directors which equals the gross amount of the tax(es) and contribution(s) payable by the Board members 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 business year in question.

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 remuneration⁵⁹. It is to be noted, however, that the amounts

⁵⁸ Addition effective from 8 March 2024. The purpose of the addition is to comply with the requirement indicated by the Company's shareholders that the executive members of the Board of Directors should receive shares as a long-term incentive, in the same way as non-executive members, and thereby also to ensure that they have an incentive to achieve, maintain or retain a long-term share price appreciation and dividend payment in line with the interests of shareholders.

⁵⁹ 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

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.

5.5⁶⁰. 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 n

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 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.

⁶⁰ The amendment is only a correction of technical nature (correction of the numbering of the provisions).

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.

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.

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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 Committee of the Board of Directors shall first discuss, appraise, and give an opinion on the draft Remuneration Policy. The Remuneration Committee's appraisal and opinion shall be presented to the Board of Directors by the chairman of the Remuneration Committee. Having heard the appraisal and opinion of the Remuneration Committee, the Board of Directors shall pass a resolution on the agenda item on the Remuneration Policy.⁶¹ 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.⁶² The general rules of conflict of interest shall be applicable for the decision-making.

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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

⁶¹ Amendment effective from 8 March 2024. The amendment is purely technical, given the change of the name of the subcommittee (instead of Remuneration Subcommittee it is Remuneration Committee).

⁶² 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.*

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. 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.

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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 derogate⁶³ 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.⁶⁴

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 Committee and only in the cases set out in section 9.1.⁶⁵

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

⁶³ "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."

⁶⁴ 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.

⁶⁵ Amendment effective from 8 March 2024. The amendment is purely technical, given the change of the name of the subcommittee (instead of Remuneration Subcommittee it is Remuneration Committee).

törölt: 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.

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.

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.⁶⁶

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 Committee 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.⁶⁷

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 2021.⁶⁸

The text set out in this document, submitted to the Annual General Meeting of 2024 for an advisory vote, amended (clarified and supplemented) by the Company having taken into in consideration the opinions expressed orally and in writing by shareholders before and after the 2023 Annual General Meeting and the votes cast by shareholders at the Annual General Meeting of 2023, consolidated with the amendments and also assessed and proposed for adoption by the Remuneration Committee of the Board of Directors, was approved by the Board of Directors on 8 March 2024.

⁶⁶ 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.

⁶⁷ Amendment effective from 8 March 2024. The amendment is purely technical, given the change of the name of the subcommittee (instead of Remuneration Subcommittee it is Remuneration Committee).

⁶⁸ Amended and supplemented text effective from 9 March 2023.

törölt: Subc

törölt: 2022

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törölt: 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 Policy⁶⁹ and its amendment⁷⁰ and on the Remuneration Report for 2021, 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,

törölt: Subc

törölt: 9,

törölt: 2023

törölt: 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.

Agenda item No.12.

Advisory vote on the remuneration policy
of the Company for years 2025-2028

DRAFT !!!

REMUNERATION POLICY

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 Directors 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 Directors falling within the scope of the Remuneration Policy.

¹primarily, 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.

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 Company and performance of the Directors 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 vis-à-vis 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 Statutes.

The Board of Directors operates the following committees:

Corporate Governance and Nomination Committee:

- 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 Committee:

- 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;
- gives an opinion on the Company's Remuneration policy and its amendments prepared by the Leadership team, before it is discussed by the Board of Directors;
- gives an opinion on the Company's Remuneration report prepared by the Leadership team, before it is discussed by the Board of Directors.

ESG Committee:

- 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 gross 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.

3.3. The members of the committees established by the Board of Directors shall receive, in addition to the fixed monthly honorarium, an additional gross fee based on meetings² attended, set at the same level for each committee meeting (hereinafter referred to as the "meeting fee"). The meeting fees payable to committee members for the year in question shall 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 a lump sum by 31 January of the calendar year following the calendar year in question.

3.4. All members of the Board of Directors shall receive, in addition to the fixed monthly remuneration and the so-called meeting fee, a variable number of Richter ordinary 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 business year in question, by crediting the shares to the securities account of the members of the Board of Directors.

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 operation before special items of the Pharmaceuticals Production (Pharmaceuticals Production OPBSI) in euros. For both remuneration 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).

²A 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 of which a certified record of proceedings has been drawn up, signed at least by the Chairperson of the body.

3.5. 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 year after familiarising with and deliberating the proposal of the Remuneration Committee, taking into consideration the Company's financial performance, the average base salary increase planned for employees in the given business year, and the practices of domestic blue chip companies and European mid-sized pharmaceutical companies.

3.6. 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*, the monthly honorarium and the meeting fee shall be adjusted (indexed) annually at the same rate as the average base salary increase implemented by the Company for its employees in the current business year. Indexation shall be the right and duty of the Board of Directors. The indexation must be carried out within 30 days of the Annual General Meeting closing the business year, backdated to 1 January of the year in question.

3.7. The share remuneration is a long-term incentive for members of the Board of Directors as variable remuneration. It is intended to encourage, retain or maintain Board members' 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). This also ensures the interest of 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 members of the Board of Directors 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 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 members of the Board of Directors which equals the gross amount of the tax(es) and contribution(s) payable by the Board members 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 business year in question.

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.

3.10. Members of the Board of Directors are awarded identical numbers of shares.

3.11. The Company provides the Chairman of the Board of Directors with a chauffeur and the use of a car in addition to the benefits set out in points 3.2.-3.3.-3.4. and 3.8.

3.12. The Lifetime Honorary Chairman of the Board of Directors is entitled to the following benefits:

- the use of an appropriate office and secretariat provided and maintained by the Company at the Company's headquarters, Company-provided driver and Company-provided car;
- reimbursement of expenses for professional trips; and
- during his term of office as a member of the Board of Directors, a monthly honorarium and a monthly share remuneration equal to the monthly honorarium and share remuneration of the Chairman of the Board of Directors.

3.13. 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.

3.14. 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 members of the Board of Directors 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, the meeting fees payable in arrears by separate settlement in connection with committee membership, and 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 subsidiaries.

3.15. All remuneration of members of the Board of Directors shall be in the public domain.

IV. REMUNERATION OF MEMBERS OF THE SUPERVISORY BOARD

4.1. Members of the Supervisory Board receive a fixed gross 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.

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' meetings³ attended by him (hereinafter referred to as "meeting fee").

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 shall receive additional remuneration (meeting fee) with respect to their membership of the Audit Board based on meetings⁴ attended, set at the same level for each meeting.

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, the 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 a lump sum by 31 January of the calendar year following the calendar year in question.

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 office.

4.6. The Board of Directors shall submit to the Annual General Meeting the proposal for the resolution on the amount of monthly honorarium as well as the meeting fee due to the Chairman of the Supervisory Board and the members of the Audit Board after familiarising with and deliberating the proposal of the Remuneration

³A 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 of which a certified record of proceedings has been drawn up, signed at least by the Chairperson of the body.

⁴A 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 of which a certified record of proceedings has been drawn up, signed at least by the Chairperson of the body.

Committee, taking into consideration the Company's financial performance, the average base salary increase planned for employees in the given business year, and the practices of domestic blue chip companies and European mid-sized pharmaceutical companies.

4.7. 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*, the honorarium of the members of the Supervisory Board and the meeting fee of the Chairman of the Supervisory Board and the members of the Audit Board shall be adjusted (indexed) annually at the same rate as the average base salary increase implemented by the Company for its employees in the current business year. Indexation shall be the right and duty of the Board of Directors. The indexation must be carried out within 30 days of the Annual General Meeting closing the business year, backdated to 1 January of the year in question.

4.8. 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 subsidiaries.

4.10. All remuneration of the members of the Supervisory Board and the Audit Board shall be in the public domain.

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.

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

Remuneration based on employment may include the following fixed, variable, and other elements:

Fixed elements of remuneration (i.e. components not dependent on performance):

- Base salary
- Honorarium
- Fringe benefits
 - Employees' Cafeteria benefits
 - Company car and fuel card
 - Life and accident insurance
 - Health insurance and comprehensive health screening
 - Other fringe benefits, e.g. school-start subsidy, Christmas gift package
- Remuneration from subsidiaries
- Contribution to voluntary pension scheme
- Other fixed remuneration

Variable elements of remuneration (i.e. elements dependent on performance):

- Relating to one year:
 - Bonus
 - Other reward
- Long-term (multi-year):
 - Employee Participation Program (EPP)
 - Share remuneration and related cash benefit
- Other variable remuneration
- Extraordinary items

5.1. Fixed elements not related 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 salary:

	Minimum (HUF)	Maximum (HUF)
CEO	4,500,000.00	15,000,000.00
Other Directors employed by the	2,000,000.00	10,500,000.00

Company		
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Honorarium:

Fixed remuneration paid monthly to the members of the Board of Directors and the Supervisory Board. Proposals for decisions on the amount of the honorarium to be paid to the members of the Board of Directors each month in a given business year are submitted by the Board of Directors to the Annual General Meeting of the Company after familiarising and deliberating the proposal of the Remuneration Committee. The proposal for the amount of honorarium shall be made in consideration of the Company's financial performance and the base salary and wage increase of employees planned for the current business year, as well the practice of domestic blue chip companies and European mid-sized pharmaceutical companies. The monthly remuneration of the Chairman of the Board of Directors and the Supervisory Board shall be higher than that of the members of the Board of Directors and the Supervisory Board.

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.

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 time.

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 be extended 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 related to performance:

Relating to one year:

Bonus:

As Directors employed by the Company 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 taking into 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.

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 rate is 110%. Payouts above 100% are possible if corporate targets are exceeded. In the event of exceeding the Company's corporate targets, the Company wishes to further recognise the dedication and professionalism of its employees for their contribution to Richter's outstanding results, and therefore the Company will pay Executive Directors an additional bonus on a par with other bonus earner employees as follows. Each 1% corporate target overachievement means a 1% increment on the total annual bonus (rounded down to the nearest whole number), up to a maximum of 10% increment.

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.

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 reward: Reward not specified above, paid in line with the terms set out in the Company's effective rewards regulations.

Long-term (multi-year):

Employee Participation Program (EPP)

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 XVIL 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 programs includes a **corporate performance indicator** relating to the Company's profitability as a condition for the remuneration.

The Company will make available to the EPP Organisation a certain number of shares for each participant at the start of the EPP program. 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 programs (not classed as Directors). So the **EPP is a share-based benefit, but paid in cash at the end of the vesting period.**

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.

Share remuneration:

All members of the Board of Directors shall receive a variable number of Richter ordinary shares, dependent on the financial performance of the Company. The share remuneration is paid subsequently, within 30 days of the annual general meeting closing the business year in question, by crediting the shares to the securities account

of the members of the Board of Directors.

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 operation before special items of the Pharmaceuticals Production (Pharmaceuticals Production OPBSI) in euros. For both remuneration 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).

Cash benefit:

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 members of the Board of Directors 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 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 members of the Board of Directors which equals the gross amount of the tax(es) and contribution(s) payable by the Board members 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 business year in question.

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 fixed remuneration. It is to be noted, however, that the amounts 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.

5.5. 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. Reward 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.

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 Committee of the Board of Directors shall first discuss, appraise, and give an opinion on the draft Remuneration Policy. The Remuneration Committee's appraisal and opinion shall be presented to the Board of Directors by the chairman of the Remuneration Committee. Having heard the appraisal and opinion of the Remuneration Committee, the Board of Directors shall pass a resolution on the agenda item on the Remuneration Policy. The Board of Directors shall adopt the Remuneration Policy for a definite period of four (4) years including the 2025-2028 calendar years. The Board of Directors shall submit the Remuneration Policy approved by it to the next Annual General Meeting of the Company to advisory vote⁵. 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 basic 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. 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

⁵ Pursuant to Section 3:268 (2) of Act V of 2013 on the Civil Code: *Advisory vote on remuneration policy shall fall within the exclusive competence of the general meeting of public companies limited by shares. 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.*

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 on the Amendment of Certain Laws for the Purpose of Legal Harmonisation⁶, the Company has the right to derogate from this Remuneration Policy only in exceptional cases and temporarily. 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.

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 Committee and only in the cases set out in section 9.1.

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

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.

The introduction of a remuneration element not included in this Remuneration Policy

⁶ "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."

and the amendment of an existing element of the Remuneration Policy may only be made with the approval of the Remuneration Committee 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.

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 on the Amendment of Certain Laws for the Purpose of Legal Harmonisation shall be applicable for four years (2025, 2026, 2027 and 2028) from 1 January 2025.

The Board of Directors deliberated and approved the Remuneration Policy included in this document, assessed and proposed for approval by the Remuneration Committee of the Board of Directors, and to be submitted to the 2024 Annual General Meeting for an advisory vote, on 8 March 2024.

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Agenda item No.13.

Advisory vote on the remuneration report of the
Company on the financial year 2023

REMUNERATION REPORT OF GEDEON RICHTER PLC.

FOR THE FINANCIAL YEAR 2023

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1. INTRODUCTION

Gedeon Richter Plc. (hereinafter the “Company”), pursuant to the provision under Section 21 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, herewith publishes the Company’s Remuneration Report for the year 2023¹ (hereinafter the “Report” or the “Remuneration Report”).²

The purpose of the report is to provide a comprehensive overview, in accordance with the Remuneration Policy applicable from 2021 (hereinafter the “Remuneration Policy”), adopted by Resolution No. 13/2020.04.28 passed by the Company’s Board of Directors acting within the competence of the general meeting based on Section 5(1) and Section 9 of Government Decree 102/2020 (IV.10.), and modified by Resolutions 9/2022.04.12 and 9/2023.04.25. Adopted following advisory votes, to persons falling under the personal scope of the Remuneration Policy, regarding all remuneration awarded in the 2023 financial year or due on the basis of the results of that year, and paid by the Company.

The Company’s Remuneration Policy is available on the Company website.

The quantified data of the Company’s Remuneration Report are presented in Chapters 3-6. of the Report and the tables set out in those chapters. Values expressed in Hungarian forint (HUF) in the report are gross amounts, unless otherwise stated in the report.

For the Directors whose legal relationship (i.e. whose mandate or board membership) did not cover the entire year of 2023³, the report states the pro rata portion of the annual benefits and honoraria due in line with the period of their mandates.

The categorisation and list of remuneration components presented in this structure is based on the non-binding recommendations issued by the European Commission on the standardised presentation of the remuneration report (Cf. *COMMUNICATION FROM THE COMMISSION Guidelines on the*

¹ Pursuant to Section 3:268(3) of Act V of 2013 on the Civil Code of Hungary (the “Civil Code”): In public companies limited by shares the remuneration report for the previous business year shall be put on the agenda of the general meeting for advisory vote.

² Although Section 192(b) of Act LXVII of 2019 stipulates that the report must also include the following information: “*the annual change in remuneration over at least the five most recent business years, the development of the company’s performance and the average remuneration of the employees of the company other than directors during that period – on a full-time equivalent basis and presented in a manner that permits comparison,*” Section 29(4) of the same Act contains a transitional provision to the effect that “*the public limited company shall fulfil its obligation under Section 192(b) in the first five business years of the application of the remuneration policy adopted on the basis of this Act by applying the provision only in respect of remuneration policies already adopted on the basis of this Act.*” Accordingly, the Remuneration Report for the year 2023 contains comparative information compared to the information provided in the Remuneration Report for the 2021 financial year.

³ A regards changes in the person and numbers falling within the personal scope of the Remuneration Report, the following changes occurred in 2023: Ilona Dávid and Dr. László Szabó resigned from their position on the Board of Directors on 27 February 2023. On 25 April 2023, the Annual General Meeting of the Company approved the re-election of Erik Bogsch and Gábor Orbán as members of the Board of Directors for a five-year term of office until the Annual General Meeting of 2028; Dr. Ilona Pintérmé Dr. Hardy, Dr. Elek Szilveszter Vizi and Dr. Péter Cserháti as members of the Board of Directors for a term of four years until the Annual General Meeting of 2027, and approved the election of Gabriella Balogh, Balázs Szepesi and Lászlóné Németh as members of the Board of Directors for a term of three years until the Annual General Meeting of 2026.

The following changes occurred in 2023 with regard to the Supervisory Board of the Company: employee delegate Péter Müller resigned from the Supervisory Board with effect from 8 March 2023, and on 25 April 2023, the Annual General Meeting approved the election of employee delegate Ferenc Sallai as a member of the Supervisory Board for a one-year term until the Annual General Meeting of 2024.

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) .

Following the adoption of the Remuneration Policy, the Company added a number of new elements already to the 2022 Remuneration Report based on written feedback from investors, but based on further feedback from investors received in 2023, the 2023 Remuneration Report was further improved to give a broader insight (*see in particular the detailed explanation of the short and long-term targets for Directors, the structured presentation of the targets for 2024 to facilitate understanding and other additions*). The Company's aim is to achieve a higher level of support (voting rate) from the General Meeting compared to the advisory votes on the previous years' reports, to strengthen investor understanding and confidence.

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2. BUSINESS PERFORMANCE AND DIRECTORS' REMUNERATION

Richter Group's year 2023 was characterised by unbroken confidence in its products and above-expectations demand across all businesses, which is a very positive response from patients and prescribers. In 2023, the Company achieved sales of HUF 805 billion (EUR 2.11 billion), with adjusted EBIT reaching a new historic high of HUF 236 billion (EUR 619 million), an increase of 15% and exceeding our forecasts.

In terms of the Company's internal operations, the first half of the year saw a successful transition to a business area-based operating logic, with a decisive organisational transformation to better support the objectives, organised around the Company's four strategic focus areas: Biotechnology, Neuropsychiatry (CNS), Women's Healthcare, and General Medicines. This will ensure greater efficiency in managing the portfolio and creating value for customers and partners.



Despite the fact that the Company's operations have been affected by a number of negative external factors, with adverse exchange rate movements and sector-specific extraordinary taxes being the main factors negatively affecting the Company's performance, the Company continued to make significant financial and organisational efforts in 2023 to renew its portfolio through acquisitions and development program, to further improve its physical infrastructure and organisational capabilities, which will enable it to operate more efficiently, quickly and cost-effectively.

- The biggest contributors to the double-digit growth in the **Women's Healthcare portfolio** were oral contraceptives and the Evra patch. In a major breakthrough, Ryeqo was approved for registration in early November for the treatment of endometriosis, an indication with a patient population three times the size of fibroids. In the period ahead, the Company's priority is to make the product available to as many patients as possible.
- The excellent performance of the **Neuropsychiatry business area** is due to the continued dynamic growth of Vraylar sales in the US. A major driver of this was new prescriptions in a new indication approved at the end of last year, the adjunctive treatment of major depressive disorder. However, it should also be highlighted that cariprazine sales outside the US have also gained momentum: it is now available in 64 countries and has been used in more than 1.1 million patients.
- The **Biotechnology business area** is on track with two ongoing clinical trials for which there are strong expectations for the future. Terrosa sales continued to grow significantly, with registrations in Brazil and Malaysia. 2023 revenues grew 12% due to increasing teriparatide sales and revenues from contract manufacturing and contract development.
- With the creation of the **General Medicines business area**, the Company has set higher ambitions than ever before in this field. One of the outstanding achievements of this was that

Richter was the first in the region, and in many markets the only one, to launch the generic anticoagulant Dabigatran, thanks to the enormous technical feat of meeting the extremely stringent quality assurance requirements for this product. GenMed's 2023 sales performance reflects a nearly 10% a volume growth and a positive price impact, which was fully offset by a significant negative exchange rate effect.

The remuneration of the Directors, which encourages the effective delivery of the corporate strategy, is aligned with the long-term sustainable development of the Company and strongly supports the creation of value for the Company's shareholders for the long term. The Remuneration Report provides transparent, concrete information on Directors' compensation for 2023.

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3. REMUNERATION OF DIRECTORS NOT EMPLOYED BY THE COMPANY (NON-EXECUTIVE DIRECTORS)

3.1. REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

3.1.1. CHARACTERISTICS OF THE MAIN ELEMENTS OF REMUNERATION

Remuneration element	Description	Connection to strategy and the Company's long-term performance
Monthly honorarium	<p>Members of the Board of Directors receive fixed monthly honorarium set by the General Meeting for the calendar year in question.</p> <p>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. Its amount in 2023:</p> <ul style="list-style-type: none"> • For the Chairman of Board of Directors: HUF 945,000 / month • For members of the Board of Directors: HUF 790,000 / month / person 	<p>The Board of Directors is the executive body of the Company; it represents the Company vis-à-vis third parties, establishes and manages the Company's work organisation, and exercises the rights of employment over the CEO.</p> <p>The monthly honorarium provides a regular fixed amount of remuneration that reflects the level, importance and responsibility of the decision-making function performed by the Board members.</p>
Meeting fee	<p>The members of the subcommittees established by the Board of Directors shall receive remuneration based on meetings⁴ attended, set at the same level for each meeting, but with an annually capped amount.</p> <p>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</p>	<p>The Board of Directors operates three subcommittees:</p> <ul style="list-style-type: none"> • Corporate Governance and Nomination Subcommittee • Remuneration Subcommittee • ESG Subcommittee <p>The work carried out in the subcommittees places an additional burden on the Board members serving on subcommittees. The meeting fee remuneration element is intended to reward the discharge of the duties and responsibilities involved by subcommittee membership and to</p>

⁴ 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 of which a certified record of proceedings has been drawn up, signed at least by the Chairperson of the body.

	<p>the calendar year in question. Its amount in 2023⁵:</p> <ul style="list-style-type: none"> • HUF 150,000 / subcommittee meeting • <u>maximum:</u> HUF 900,000 / subcommittee member / year 	<p>encourage active participation in subcommittee meetings.</p>
Share remuneration	<p>Non-executive members of the Board of Directors receive a variable number of Richter ordinary shares dependent on the financial performance of the Company.</p> <p>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.</p> <p>The annual share remuneration consists of two components and amounts to 1,500 shares per member.</p> <p>50% of the remuneration is dependent on the annual growth of the sales revenue of the Pharmaceuticals Segment in euros, and the other 50% is dependent on the annual growth of the operating profit before special items of the Pharmaceuticals Segment (Pharmaceuticals Segment OPBSI) in euros.</p> <p>For both remuneration components, the maximum remuneration of 750-750 shares is granted if the annual growth rate is equal to or above 5%.</p> <p>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).</p>	<p>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). 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.</p>

⁵ The meeting fee appears together with the monthly honorarium in the Honorarium column of the table in section 3.1.4.

	The shares granted are subject to a two-year holding obligation (prohibition of alienation) . The share remuneration is a net benefit granted by the Company.	
Cash benefit	A further element of the share remuneration is a cash benefit, which is the gross amount of taxes and contributions payable in connection with the shares awarded. The cash benefit related to the share remuneration is paid within 30 days of the Annual General Meeting closing the financial year in question.	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.

3.1.2. PRESENTATION OF THE NEW ELEMENTS OF THE REMUNERATION FOR MEMBERS OF THE BOARD OF DIRECTORS INTRODUCED IN 2023

Meeting fee: The annual General Meeting of the Company held on 25 April 2023 adopted as a new element of the revised Remuneration Policy of the Company a meeting fee for members of subcommittees established by the Board of Directors, to reward the discharge of duties and responsibilities associated with subcommittee membership and to encourage active participation in sub-committee meetings.

Share remuneration: The annual General Meeting of the Company held on 25 April 2023 adopted as a new element of the revised Remuneration Policy of the Company share remuneration for non-executive members the Company's Board of Directors (i.e. Directors not employed by the Company), based on the Company's performance. By granting shares as a new form of remuneration, the Company believes that the remuneration of its Board members has caught up with its peer group of European mid-sized pharmaceutical companies.

The breakdown KPIs of the share remuneration is presented in the following table:

	Maximum available	KPI	KPI achievement
Component 1	50%: 750 shares	5% or higher annual increase in sales in euro of Pharmaceuticals Segment	100%
Component 2	50%: 750 shares	5% or higher annual increase in the operating profit before special items (OPBSI) in euro of the Pharmaceuticals Segment	100%
Total	100%: 1,500 shares	In case both of the above KPIs are met	100%

Cash benefit: 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.

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

3.1.3. MINIMUM AND MAXIMUM OF THE REMUNERATION ELEMENTS FOR MEMBERS OF THE BOARD OF DIRECTORS

	Minimum		Maximum	
	HUF or number of shares	%	HUF or number of shares	%
Monthly honorarium	Chairman of the Board of Directors HUF 945,000 / month Member of the Board of Directors HUF 790,000 / month	100%	Chairman of the Board of Directors HUF 945,000 / month Member of the Board of Directors HUF 790,000 / month	100%
Meeting fee	HUF 0	0%	HUF 900,000 / year	100%
Share remuneration	0 share	0%	1500 shares	100%
Cash benefit	HUF 0	0%	HUF 15,000,000 / year	100%

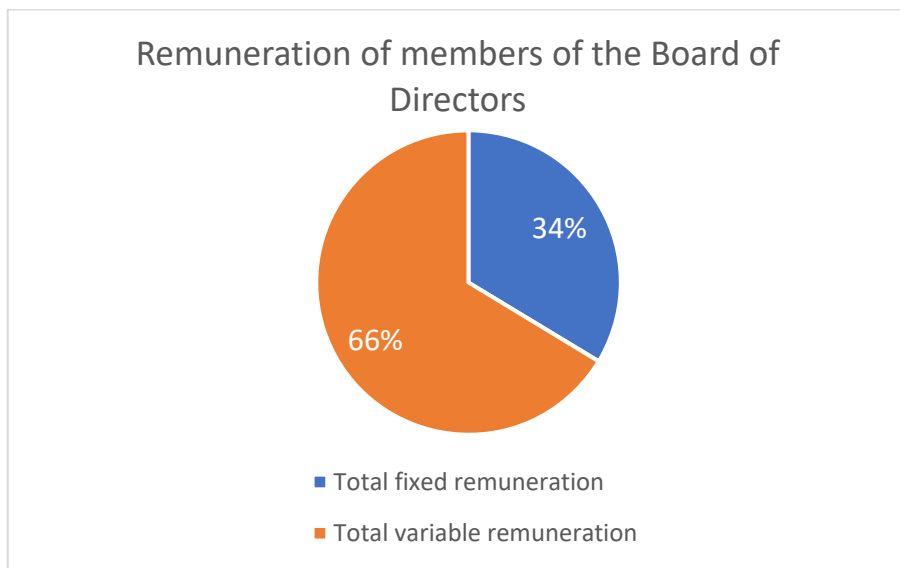
3.1.4. REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

According to sections 3.1.1 to 3.3.3., in 2023 the following payments were made to members of the Board of Directors not employed by the Company⁶⁷:

Annual gross amount (HUF)	Year	1. Fixed remuneration						2. Variable remuneration				3. Extraordinary items	4. Total remuneration	5. Proportion of total variable remuneration to total remuneration	
		Base salary	Honorarium (fee) + Meeting fee	Fringe benefits	Remuneration from a subsidiary	Voluntary pension fund contribution	Other	Total fixed remuneration	One year	Longterm (multiyear)	Other				Total variable remuneration
Members of the Board of Directors															
Dr. Nándor Pál Ács Member of the Board of Directors	2023.	-	10 080 000	-	-	-	-	10 080 000	-	12 217 500	6 154 680	18 372 180	-	28 452 180	65%
	2022.	-	8 554 000	-	-	-	-	8 554 000	-	-	-	-	-	8 554 000	0%
	2021.	-	4 880 000	-	-	-	-	4 880 000	-	-	-	-	-	4 880 000	0%
Gabriella Balogh Member of the Board of Directors (from 25 April 2023)	2023.	-	6 320 000	-	-	-	-	6 320 000	-	12 217 500	6 154 680	18 372 180	-	24 692 180	74%
	2022.	-	6 320 000	-	-	-	-	6 320 000	-	-	-	-	-	6 320 000	0%
Dr. Péter Cserháti Member of the Board of Directors	2023.	-	10 380 000	-	-	-	-	10 380 000	-	12 217 500	6 154 680	18 372 180	-	28 752 180	64%
	2022.	-	8 554 000	-	-	-	-	8 554 000	-	-	-	-	-	8 554 000	0%
	2021.	-	8 499 900	-	-	-	-	8 499 900	-	-	-	-	-	8 499 900	0%
Ilona Dávid Member of the Board of Directors (from 12 April 2022 until 27 February 2023)	2023.	-	1 986 000	-	-	-	-	1 986 000	-	-	-	-	-	1 986 000	0%
	2022.	-	5 296 000	-	-	-	-	5 296 000	-	-	-	-	-	5 296 000	0%
Lászlóné Németh Member of the Board of Directors (from 25 April 2023)	2023.	-	6 320 000	-	-	-	-	6 320 000	-	12 217 500	6 154 680	18 372 180	-	24 692 180	74%
dr. Ilona Hardy Dr. Pintérné Member of the Board of Directors	2023.	-	10 380 000	-	-	-	-	10 380 000	-	12 217 500	6 154 680	18 372 180	-	28 752 180	64%
	2022.	-	8 554 000	-	-	-	-	8 554 000	-	-	-	-	-	8 554 000	0%
	2021.	-	8 499 900	-	-	-	-	8 499 900	-	-	-	-	-	8 499 900	0%
Dr. Anett Pandurics Member of the Board of Directors	2023.	-	10 080 000	-	-	-	-	10 080 000	-	12 217 500	6 154 680	18 372 180	-	28 452 180	65%
	2022.	-	8 554 000	-	-	-	-	8 554 000	-	-	-	-	-	8 554 000	0%
	2021.	-	8 499 900	-	-	-	-	8 499 900	-	-	-	-	-	8 499 900	0%
Dr. László Szabó Member of the Board of Directors (from 15 April 2021 until 27 February 2023)	2023.	-	1 986 000	-	-	-	-	1 986 000	-	-	-	-	-	1 986 000	0%
	2022.	-	8 554 000	-	-	-	-	8 554 000	-	-	-	-	-	8 554 000	0%
	2021.	-	4 880 000	-	-	-	-	4 880 000	-	-	-	-	-	4 880 000	0%
Balázs Szepesi Member of the Board of Directors (from 25 April 2023)	2023.	-	6 320 000	-	-	-	-	6 320 000	-	12 217 500	6 154 680	18 372 180	-	24 692 180	74%
Bálint Szécsényi Member of the Board of Directors	2023.	-	9 630 000	-	-	-	-	9 630 000	-	12 217 500	6 154 680	18 372 180	-	28 002 180	66%
	2022.	-	8 554 000	-	-	-	-	8 554 000	-	-	-	-	-	8 554 000	0%
	2021.	-	8 499 900	-	-	-	-	8 499 900	-	-	-	-	-	8 499 900	0%
Prof. Dr. E. Szilveszter Vizi Member of the Board of Directors	2023.	-	10 380 000	-	-	-	-	10 380 000	-	12 217 500	6 154 680	18 372 180	-	28 752 180	64%
	2022.	-	8 554 000	-	-	-	-	8 554 000	-	-	-	-	-	8 554 000	0%
	2021.	-	8 499 900	-	-	-	-	8 499 900	-	-	-	-	-	8 499 900	0%

⁶ The remuneration components not included in the table below are presented in Chapter 4 of the Report.

⁷ The share remuneration and the related cash benefit is paid subsequently, within 30 days of the annual Annual General Meeting closing the business year in question, therefore the value of the long-term remuneration element in the table below is calculated at a share price of HUF 8,145. Given that the share remuneration and the related cash benefit is paid subsequently, within 30 days of the annual Annual General Meeting closing the business year in question, the amounts in the "Other" column of the table in section 3.1.4. are calculated values.



No other incentives were granted to Board members in connection with this position. Furthermore, there is no clawback provision in place, which means that in no case shall the Company seek reimbursement of share-based compensation after the payment or equivalent act (i.e. transfer or credit).

The remuneration of the members of Board of Directors who are also employed by the Company and have therefore a parallel relationship with the Company⁸ is contained in Chapter 4 of the Report.

⁸ CEO Gábor Orbán, Advisor Erik Bogsch, and CFO István Hamecz

3.2.REMUNERATION OF MEMBERS OF THE SUPERVISORY BOARD AND THE AUDIT BOARD

3.2.1.MAIN CHARACTERISTICS OF THE REMUNERATION ELEMENTS

Remuneration element	Description	Connection to strategy and the Company's long-term performance
Monthly honorarium	<p>The members of the Supervisory Board receive a fixed monthly honorarium set by the Annual General Meeting for a given calendar year.</p> <p>The 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. Its amount in 2023:</p> <ul style="list-style-type: none"> • For the Chairman of the Supervisory Board: HUF 790,000 / month • For members of the Supervisory Board: HUF 570,000 / month / member 	<p>The main task of the Supervisory Board is to monitor the management activities of the Board of Directors in order to safeguard the interests of the Company.</p> <p>The monthly honorarium provides a regular fixed amount of remuneration reflecting the level, importance and responsibility of the supervisory function performed by the members of the Board.</p>
SB Chairman's meeting fee	<p>The Chairman of the Supervisory Board is entitled to additional remuneration based on Board of Directors' meetings⁹ attended by him.</p> <p>The meeting fee due to the chairman of the Supervisory Board in 2023:</p> <ul style="list-style-type: none"> • HUF 300,000 / Board of Directors' meeting 	<p>The participation of the Chairman of the Supervisory Board in the meetings of the Board of Directors represents an additional workload for the Chairman, which this remuneration element is intended to reward and encourage active participation in the meetings of the Board of Directors.</p>

⁹ 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 of which a certified record of proceedings has been drawn up, signed at least by the Chairperson of the body.

<p>Audit Board members' meeting fee</p>	<p>Those members of the Supervisory Board who also serve on the Audit Board receive additional remuneration (meeting fee) based on meetings¹⁰ attended, set at the same level for each Audit Board meeting but with an annually capped amount. The meeting fee due to members of the Audit Board in 2023¹¹:</p> <ul style="list-style-type: none"> • HUF 150,000 / Audit Board meeting • maximum: HUF 900,000 / Audit Board member / year <p>The meeting fees payable to the Chairman of the Supervisory Board and the members of the Audit Board for the year in question is calculated on the basis of the statistics (in respect of the Chairman of the Supervisory Board, the 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 a lump sum by 31 January of the calendar year following the calendar year in question.</p>	<p>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 practices. The work carried out in the Audit Board places an additional burden on the Audit Board members. The meeting fee remuneration element is intended to reward the discharge of the duties and responsibilities involved by Audit Board membership and to encourage active participation in Audit Board meetings.</p>
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¹⁰ 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 of which a certified record of proceedings has been drawn up, signed at least by the Chairperson of the body.

¹¹ The meeting fee appears together with the monthly honorarium in the Honorarium column of the table in section 3.1.3.

3.2.2. MINIMUM AND MAXIMUM OF THE REMUNERATION ELEMENTS FOR MEMBERS OF THE SUPERVISORY BOARD AND THE AUDIT BOARD

	Minimum		Maximum	
	HUF	%	HUF	%
Monthly honorarium	Chairman of the Supervisory Board: HUF 790,000 / month Member of the Supervisory Board: HUF 570,000 / month	100%	Chairman of the Supervisory Board: HUF 790,000 / month Member of the Supervisory Board: HUF 570,000 / month	100%
Meeting fee (SB Chairman)	HUF 0	0%	HUF 300,000 / Board of Directors meeting	100%
Meeting fee (Audit Board member)	HUF 0	0%	HUF 150,000 / Audit Board meeting maximum: HUF 900,000 / year	100%

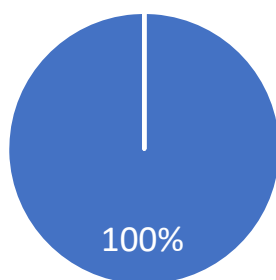
The proposal for the amount of the honorarium and the meeting fee of the Chairman of the Supervisory Board and the members of the Audit Board shall be made by the Board of Directors in consideration of the Company's financial performance in the previous year and the wage increase of employees envisioned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

3.2.3. REMUNERATION OF MEMBERS OF THE SUPERVISORY BOARD

According to sections 3.2.1 to 3.2.2., in 2023 the following payments were made to members of the Supervisory Board and members of the Audit Board:

Annual gross amount (HUF)	Year	1. Fixed remuneration						2. Variable remuneration				3. Extraordinary items	4. Total remuneration	5. Proportion of total variable remuneration to total remuneration	
		Base salary	Honorarium (fee)	Fringe benefits	Remuneration from a subsidiary	Voluntary pension fund contribution	Other	Total fixed remuneration	One year	Longterm (multiyear)	Other				Total variable remuneration
Members of the Supervisory Board															
Dr. Attila Chikán Chairman of the Supervisory Board	2023.	-	12 930 000	-	-	-	-	12 930 000	-	-	-	-	-	12 930 000	0%
	2022.	-	7 944 000	-	-	-	-	7 944 000	-	-	-	-	-	7 944 000	0%
	2021.	-	7 320 000	-	-	-	-	7 320 000	-	-	-	-	-	7 320 000	0%
Prof. Dr. Jonathán Róbert Bedros Member of the Supervisory Board	2023.	-	6 840 000	-	-	-	-	6 840 000	-	-	-	-	-	6 840 000	0%
	2022.	-	5 728 800	-	-	-	-	5 728 800	-	-	-	-	-	5 728 800	0%
	2021.	-	5 280 000	-	-	-	-	5 280 000	-	-	-	-	-	5 280 000	0%
Dr. Zoltán Matos Member of the Supervisory Board	2023.	-	7 290 000	-	-	-	-	7 290 000	-	-	-	-	-	7 290 000	0%
	2022.	-	5 728 800	-	-	-	-	5 728 800	-	-	-	-	-	5 728 800	0%
	2021.	-	3 520 000	-	-	-	-	3 520 000	-	-	-	-	-	3 520 000	0%
Dr. Livia Pavlik Member of the Supervisory Board	2023.	-	7 290 000	-	-	-	-	7 290 000	-	-	-	-	-	7 290 000	0%
	2022.	-	5 728 800	-	-	-	-	5 728 800	-	-	-	-	-	5 728 800	0%
	2021.	-	3 520 000	-	-	-	-	3 520 000	-	-	-	-	-	3 520 000	0%
dr. Krisztina Gál Member of the Supervisory Board / employee representative (from 15 April 2021)	2023.	-	6 840 000	-	-	-	-	6 840 000	-	-	-	-	-	6 840 000	0%
	2022.	-	5 728 800	-	-	-	-	5 728 800	-	-	-	-	-	5 728 800	0%
	2021.	-	3 520 000	-	-	-	-	3 520 000	-	-	-	-	-	3 520 000	0%
Péter Müller Member of the Supervisory Board / employee representative (from 15 April 2021 until 8 March 2023)	2023.	-	1 710 000	-	-	-	-	1 710 000	-	-	-	-	-	1 710 000	0%
	2022.	-	5 728 800	-	-	-	-	5 728 800	-	-	-	-	-	5 728 800	0%
	2021.	-	3 520 000	-	-	-	-	3 520 000	-	-	-	-	-	3 520 000	0%
Ferenc Sallai Member of the Supervisory Board / employee representative (from 25 April 2023)	2023.	-	4 560 000	-	-	-	-	4 560 000	-	-	-	-	-	4 560 000	0%

Remuneration of Supervisory Board (Audit Board) members



- Total fixed remuneration
- Total variable remuneration

In the case of employee delegates Dr. Krisztina Gál, Péter Müller and Ferenc Sallai, the remuneration related to the employee status is not included in the above table, 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 Harmonisation, their Supervisory Board membership qualifies them as Directors.

Members of the Supervisory Board did not receive any variable component, i.e. performance-based remuneration or share awards in connection with this position (thus the future long-term performance of the Company had no impact on their remuneration, and reclaiming variable remuneration was not meaningful in their case).

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4. REMUNERATION OF (EXECUTIVE) DIRECTORS EMPLOYED BY THE COMPANY

Directors who are employed by the Company discharge their duties based on a work contract.

The decision on the **remuneration of the CEO** (including, in addition to the determination of the base salary, the other benefits to which the CEO is entitled in case of the fulfilment of the annual bonus and EPP terms) is taken by the Board of Directors, taking into account the proposal of the Remuneration Subcommittee of the Board of Directors.

The Remuneration Subcommittee is composed exclusively of independent, non-executive members of the Board of Directors, and comprises three members including the Chairperson. The members and the Chairperson of the Subcommittee are appointed by the Board of Directors.

The members of the Remuneration Subcommittee have extensive management and consultancy expertise, resulting in insight into the appropriate high level of executive pay, and have access to remuneration benchmarks from other large Hungarian companies and international pharmaceutical companies.

Before submitting its proposals on the CEO's remuneration to the Board of Directors, the Remuneration Subcommittee reviews available benchmark data to determine what guidelines and best practices are applied in peer companies; and takes into account the Company's economic/financial performance, the economic environment and key economic indicators (e.g. Inflation).

A significant portion of the CEO's remuneration should be linked to corporate and individual performance and should support the short and long-term interests and sustainability of the Company. A short-term incentive (bonus) is a one-year, and a long-term (share-based) incentive is a multi-year remuneration. The duration of the incentive (short or long-term) is reflected in the measurement of targets and KPIs.

The Remuneration Policy reflects the long-term interests of the Company by aligning with and promoting the Company's business strategy, long-term interests and sustainability.

The Board of Directors of the Company ensures that the CEO's corporate and individual performance objectives promote the long-term interests and sustainability of the Company, i.e. that the objectives are linked to business performance, R&D objectives, and strategic pillars. The performance-based components of remuneration should not encourage risk-taking beyond the Company's exposure limits and may be reduced where necessary.

The decision on the **remuneration of other Directors employed by the Company** (including the determination of the fixed and variable components of the remuneration) falls within the sphere of competence of the CEO.

The Company has an internal classification system based on Korn Ferry categories. These internal levels form the basis of the remuneration system. Job evaluation is based on the international Korn Ferry methodology. Korn Ferry job categories and classifications are determined by qualified HR specialists. Three dimensions are assessed in the course of job evaluation: knowledge, problem solving and accountability. Each classification category has a guiding total remuneration band. The pay scales are

determined and regularly reviewed for each job, on the basis of which the base salary as well as the short and long-term incentives are determined.

4.1. PRESENTATION OF THE MAIN ELEMENTS OF REMUNERATION OF (EXECUTIVE) DIRECTORS EMPLOYED BY THE COMPANY

Remuneration based on employment may include the following fixed, variable and other elements:

4.1.1. FIXED COMPONENTS OF REMUNERATION (I.E. ELEMENTS NOT DEPENDENT ON PERFORMANCE)

Remuneration element	Description	Connection to strategy and the Company's long-term 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 annual adjustment of the base salary of the CEO is decided by the Board of Directors of the Company ¹² , and the annual pay rise in 2023 of the other Directors employed by the Company was effected in accordance with the rules set out in the agreement with the representative Trade Union Committee. The base salary was paid monthly.	It provides a fixed level of remuneration that reflects the complexity of the job, the level of responsibility, and ensures that remuneration is competitive in order to retain Executive Directors.
Honorarium	Fixed remuneration, which is paid to the members of the Board of Directors on a monthly basis in the amount described in sections 3.1. and 3.2.	The monthly honorarium provides a regular fixed amount of remuneration, reflecting the level, importance and responsibility of the decision-making function performed by the members of the Board of Directors.

¹² Given that employer's rights over the CEO are exercised by the Company's Board of Directors.

<p>Fringe benefits</p>	<ul style="list-style-type: none"> ○ Employee Cafeteria benefits: Pursuant to the Cafeteria regulations of the Company valid for 2023, Executive Directors may enjoy Cafeteria benefits in accordance with the same principles and rules as apply to all employees, the annual value of which in 2023 was HUF 425,790 per person. Payments were made in accordance with this, based on the Directors' declarations regarding their Cafeteria plan selections. ○ Company car and fuel card benefits: The company vehicle and fuel card were provided for Executive Directors in accordance with the Company's Vehicle Use Regulations. ○ Life and accident insurance: The Executive Directors were able to benefit from comprehensive life and accident insurance cover during 2023 in accordance with the same principles and rules as applied to all employees, whereby the Company's employees are insured and are beneficiaries together as a group. The sums allocated to each person were calculated by the Company as the per-capita amount of the total cost to the Company (based on the annual average headcount). ○ Corporate health insurance including complex health screening: In accordance with the same principles and rules as apply to all employees, the Executive Directors were able to use the private healthcare services offered by the healthcare provider having a contractual relationship with the Company, and were able to participate in comprehensive health screenings provided by the Company in the interests of preserving the health of its employees, strengthening their awareness of health issues, and detecting diseases early on. The Company pays the healthcare provider a flat rate that covers all employees – the contract is not for the benefit of the individual Directors alone. The sums allocated to each person were calculated by the Company as the per-capita amount of the total cost to the Company (based on the annual average headcount). ○ Other fringe benefits The Executive Directors were also able to benefit from the Company's extensive range of fringe benefits (e.g. Christmas package, start-of-school support) in accordance with the applicable internal regulations. The aggregate amount of these components may not exceed 5% of the annual base salary. 	<p>The purpose of fringe benefits is to ensure the health, safety and comfort of Executive Directors so that they can be as effective as possible in their work. The benefits applied are in line with the Hungarian market practice, ensuring that remuneration is competitive in order to retain Executive Directors.</p>
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Remuneration from subsidiaries	Fixed remuneration; honoraria paid for membership of the board of directors and/or supervisory board of one or more of the Company's subsidiaries. If the Executive Director performs managerial or board membership duties at a subsidiary of the Company, he or she is entitled to a fixed honorarium for a maximum of three subsidiary board ¹³ memberships. Payments were made accordingly in 2023.	The honorarium provides a regular fixed amount of remuneration, reflecting the level, importance and responsibility of the position in highest decision-making, management or supervisory body of the subsidiary.
Voluntary pension fund contribution	The Executive Directors were entitled to the Voluntary Pension Fund Contribution (membership fee supplement) in accordance with the same principles and rules as apply to all employees. This benefit was specified in the annual Agreement on Wage Increase concluded with the representative Trade Union Committee in 2023 and its rate was set at 6% of the gross base salary stated in the employment contract. The monthly amount of the employer's contribution for any one person may not exceed 50% of the prevailing national statutory minimum wage (from 1 January 2023, HUF 116,000 per person per month, and from 1 December 2023, HUF 133,400 per person per month). Payments were made accordingly in 2023.	The purpose of the benefit is to build savings, create financial security in retirement and raise living standards, thereby contributing to the retention of Executive Directors through the competitiveness of total remuneration.
Other fixed remuneration	Fixed components of remuneration not listed among the items above (e.g. Service Longevity Award), the combined amount of which may not exceed 10% of the annual base salary.	Executive Directors can receive these benefits according to the same principles and rules as all employees, with the aim of ensuring equal treatment.

¹³ Membership of the board of directors, management board, supervisory board, etc.

4.1.2. VARIABLE COMPONENTS OF REMUNERATION (I.E. ELEMENTS DEPENDENT ON PERFORMANCE):

Remuneration element	Description	Connection to strategy and the Company's long-term performance
	Short-term incentives:	
Bonus	<p>Executive Directors may receive an annual short-term incentive of a fixed percentage of their basic salary. The incentive is dependent on key financial and non-financial performance indicators to achieve the Company's objectives. The size of the bonus, determined as a percentage of the base salary (i.e. of fixed remuneration), is determined on the basis of the latest salary benchmarking data, and partly on the Company's own employee rating system.</p> <p>The detailed terms and conditions applicable to the bonuses are set out in the latest Bonus Policy of the Company. In 2023, 70-100% of the bonus (depending on the job) was tied to the achievement of individual goals, and 0-30% (depending on the job) was linked to the achievement of company-level goals. In 2023, company-level goals were linked to the Company's profitability and to responsible cost management. These goals were met to 100%. The target for clean EBIT growth does not include the results from cariprazine sales in order to incentivise the performance that the Company can actually influence. The bonus will be paid annually to the CEO and semi-annually (in two instalments) to the additional Executive Directors, in cash.</p> <p>The CEO's bonus, both as a percentage of base salary and in terms of bonus targets, was determined by the Company's Board of Directors¹⁴.</p>	<p>Executive Directors are individuals who have a material impact on the Company's performance and who are incentivized by the bonus to increase the Company's performance through the achievement of annual operational, business and individual targets and to maintain their employment in the longer term.</p>
Other reward	<p>Reward not specified above, paid in line with the terms set out in the Company's effective remuneration regulations. No other payments were made to Executive Directors in 2023.</p>	<p>This remuneration motivates Executive Directors to increase the Company's performance through the achievement of annual operational, business and individual targets and to maintain their employment in the longer term.</p>

¹⁴ Given that employer's rights over the CEO are exercised by the Company's Board of Directors.

	Long-term incentive:	
EPP	<p>Long-term - multi-year - share-based remuneration through an Employee Participation Program (hereinafter: EPP).</p> <p>Every year, the Company launches a new EPP Remuneration Policy and a consequent new Program with a vesting period of two years.</p> <p>For 2023, the relevant policies were the 5th Remuneration Policy applicable to the years 2022-2023 (to be paid in Q1 of 2024) and the 6th Remuneration Policy applicable to the years 2023-2024 (to be paid in Q1 of 2025) (with 50% each of their annual values).</p> <p>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.</p>	<p>It provides long-term incentives for the Company's senior management to promote long-term retention, enhance performance motivation and improve the Company's financial performance and efficiency, in line with the Company's long-term strategic objectives.</p>
Other	<p>Share-based remuneration through the Employee Stock Ownership Plan is made possible under Section 77/C of Act CXVII of 1995 on Personal Income Tax.</p> <p>Under the Program, the Company provides Richter ordinary shares free of charge to employees, in a number determined based on the amount of Hungarian forints assigned to the years of service spent in employment at the Company as of 1 October 2023.</p> <p>In 2023, the Board of Directors of the Company, concurrently with the adoption and implementation of the Employee Stock Ownership Plan, approved a separate regulation detailing the specific rules of the Plan, determining the conditions for participation in this benefit.</p> <p>Under the rules of the Employee Stock Ownership Plan, senior executives responsible for the preparation of the Company's Annual Report were not eligible to participate. Therefore, only Mr Erik Bogsch was eligible for this benefit in 2023 among the Company's Executive Directors.</p>	<p>The purpose of the Employee Stock Ownership Plan is to promote employee ownership of the Company, to retain its workforce, and to recognize the contributions of employees, particularly those with longer tenure.</p>

4.1.2.1. DETAILED PRESENTATION OF THE BONUS AND THE BONUS TARGETS OF EXECUTIVE DIRECTORS

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	Annual bonus percentage in relation to the annual base salary
CEO	100%
Deputy Managing Director CFO	50%
Other levels of management	10-40%
Advisory levels	10-17%

The final payout amount is determined based on the performance evaluation of the Executive Directors. The minimum, target, achieved, and maximum bonus values for 2023 are illustrated in the following table:

Bonus	Minimum		Target		Achieved		Maximum	
	HUF	%	HUF	%	HUF	%	HUF	%
Gábor Orbán CEO	HUF 0	0%	HUF 64,465,000	100%	HUF 64,465,000	100%	HUF 64,465,000	100%
István Hamecz CFO	HUF 0	0%	HUF 24,700,000	100%	HUF 24,700,000	100%	HUF 24,700,000	100%
Erik Bogsch Advisor	HUF 0	0%	HUF 4,330,410	100%	HUF 4,330,410	100%	HUF 4,330,410	100%

The maximum bonus payout is 100%.

In the table in section 4.2, the variable remuneration for one year represents the bonus amount, backed by the following percentage of bonus performance: the annual bonus targets for the Executive Directors have been met at 100%.

CEO Gábor Orbán's short-term bonus targets for 2023, their KPIs and their achievement are presented in the following table:

KPI	KPI weight	KPI achievement
Corporate profit target Grade I: if the operating profit before special items (OPBSI ¹⁵) of the Pharmaceuticals segment excluding the cariprazine pillar and excluding the effects of exchange rate changes, reaches threshold I.	25%	100%
Corporate profit target Grade II: if the operating profit before special items (OPBSI ¹⁶) of the Pharmaceuticals segment excluding the cariprazine pillar and excluding the effects of exchange rate changes, reaches threshold II. ¹⁷	25%	100%
Sales revenue diversification target: to increase the international sales of the Pharmaceuticals segment outside x regions by x EUR ¹⁸ , excluding the effects of exchange rate change	20%	100%
Product development target setting: 80% of milestones should be met for all product development milestones of all pillars foreseen for 2023 ¹⁹	20%	100%
ESG targets: <ul style="list-style-type: none"> - Carbon footprint assessment at Group level in 2023 and at least 1% reduction of the 2022 parent company CO2 emissions in 2023 (7%) - Conduct a risk assessment for climate change risks (3%) 	10%	100%

Correlation between the EPS – Earnings per share – and OPBSI indicators: The EPS (earnings per share) indicator expresses the portion of the consolidated Group's after-tax profit (the profit attributable to shareholders for a given year) per share. Operating profit is a narrower category of earnings: compared to EPS, it does not include financial profit (financial profit account for paid and received interest, as well as significant exchange rate effects exposed to external influences) and taxes payable.

Our performance is primarily determined by operating profit, so its success strongly correlates with earnings per share (EPS).

¹⁵ OPBSI = Revenues - Cost of Sales - Sales & Marketing costs - Research & Development costs - General & Administration costs - Clawback expenses.

¹⁶ OPBSI = Revenues - Cost of Sales - Sales & Marketing costs - Research & Development costs - General & Administration costs - Clawback expenses.

¹⁷ If the OPBSI calculated in this way does not reach the second threshold, each x mEUR shortfall realised will reduce the bonus payable in this component by 2 percentage points, up to a maximum of 25 percentage points in total.

¹⁸ If the international sales increase of the Pharmaceuticals segment outside x regions does not reach x M EUR, each x mEUR shortfall realised will reduce the bonus payable in this component by 2 percentage points, up to a maximum of 20 percentage points in total.

¹⁹ If the aggregate achievement of the milestones is less than 80%, each 2% shortfall realised will reduce the bonus payable in this component by 2 percentage points (achievement below 60% will result in no bonus payment in this component).

4.1.2.2. DETAILED PRESENTATION OF THE LONG-TERM INCENTIVE AND THE LONG-TERM TARGETS OF EXECUTIVE DIRECTORS

The Company has operated an Employee Participation Program (hereinafter: EPP) since 2018 as a form of remuneration of certain officers and key employees.

If approved by the Board of Directors, every year, the Company launches a new EPP Remuneration Policy and a consequent new Program with a vesting period of two years. For 2023, the relevant policies were the 5th Remuneration Policy applicable to the years 2022-2023 (to be paid in Q1 of 2024) and the 6th Remuneration Policy applicable to the years 2023-2024 (to be paid in Q1 of 2025) (with 50% each of their annual values).

The rate of the EPP as a long-term incentive is based on the job's internal Korn Ferry level for Executive 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.

In the interest of managing the financial assets acquirable under the EPP Remuneration Policies adopted by the Board of Directors and of disbursing these benefits, the Company established the Gedeon Richter Plc. Employee Participation Program Entity (hereinafter: EPP Organisation). 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 ESOP Act²⁰; 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 programs 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 the 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 classified as Directors) will. So **EPP is a share-based benefit, but paid in cash at the end of the vesting period.**

If the company-level performance criteria are met, 50% of the individual benefit values are paid out, while the other 50% are contingent on individual performance evaluations. Corporate and individual performance conditions are listed in the table below.

Under this Remuneration Report, the item specified as ESOP remuneration is the sum total of the remunerations that were fully earned in 2023 under the 5th EPP Remuneration Policy and those earned only in part in 2023 under the 6th EPP Remuneration Policy. The EPP Remuneration Policies make the

²⁰ Act XLIV of 1992 on Employee Stock Ownership Plans

remuneration of participants conditional, besides the fulfilment of the individual performance goals, upon the achievement of a company performance objective valid in respect of all participants. However, under the 6th EPP Remuneration Policy, only the individual performance targets were fully achieved in 2023 as the company-level performance requirement under that policy considers not only the sales for 2023 but also the sales for 2024, and it will only be possible to issue a statement on this in 2025, after the publication of the Q1-4 stock market reports for 2024. Consequently, 50% of the EPP remuneration total (payable for the company-level performance targets) has not yet been fully vested and is still a contingent item.

The final payout amount is determined based on the performance evaluation of the Executive Directors. The following table presents the EPP's minimum, target, achieved and maximum values for 2023:

EPP	Minimum		Target		Achieved		Maximum	
	Number of shares	%	Number of shares	%	Number of shares	%	Number of shares	%
Gábor Orbán CEO	0	0%	15,000 shares	100%	15,900 shares	106%	18,000 shares	120%
István Hamecz CFO	0	0%	3,946 shares	100%	3,946 shares	100%	3,946 shares	100%
Erik Bogsch Advisor	0	0%	3,478 shares	100%	3,478 shares	100%	3,478 shares	100%

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

CEO Gábor Orbán's long-term performance targets, their KPIs and their achievement are presented in the following table:

KPI	Payable portion (target)	Payable portion (achieved)
The average of the consolidated HUF turnover for the years 2023-2024 (translated at unchanged average exchange rate for 2022 and excluding the effect of changes in the scope of consolidation) must exceed the consolidated turnover of the Company for 2022 <ul style="list-style-type: none"> o If this KPI is not met, there is NO EPP remuneration at all 	50%	50%
Corporate profit target Grade I: if the operating profit before special items (OPBSI ²¹) of the Pharmaceuticals segment excluding the cariprazine pillar and excluding the effects of exchange rate changes, reaches threshold I.	10%	10%
Corporate profit target Grade II: if the operating profit before special items (OPBSI ²²) of the Pharmaceuticals segment excluding the cariprazine pillar and excluding the effects of exchange rate changes, reaches threshold II. ²³	10%	16%
Revenue from sales diversification target: to increase the international sales of the Pharmaceuticals segment outside x regions by x EUR ²⁴ , excluding the effects of exchange rate change	10%	15%
Product development target setting: 80% of milestones should be met for all product development milestones of all pillars foreseen for 2023 ²⁵	10%	10%
ESG targets: <ul style="list-style-type: none"> - Carbon footprint assessment at Group level in 2023 and at least 2% reduction of the 2022 parent company CO2 emissions in 2023 (7%) - Conduct a risk assessment for climate change risks (3%) 	10%	10%

²¹ OPBSI = Revenues - Cost of Sales - Sales & Marketing costs - Research & Development costs - General & Administration costs - Clawback expenses.

²² OPBSI = Revenues - Cost of Sales - Sales & Marketing costs - Research & Development costs - General & Administration costs - Clawback expenses.

²³ If the OPBSI calculated in this way exceeds the 2nd threshold, each overperformance of x mEUR will increase the share package that can be paid out by 1 percentage point, but only by a maximum of 10 percentage points. On the other hand, each realized shortfall worth x mEUR will reduce the share package payable in this component by 2 percentage points, up to a maximum of 10 percentage points in total.

²⁴ If the international sales increase of the Pharmaceuticals segment outside x regions exceeds x M EUR, each x mEUR overachievement realised will increase the payable share package in this component by 1 percentage points, up to a maximum of 10 percentage points in total. Conversely, each x mEUR shortfall realised will reduce the share package payable in this component by 2 percentage points, up to a maximum of 10 percentage points in total.

²⁵ If the aggregate achievement of the milestones is less than 80%, each 2% shortfall realised will reduce the share package payable in this component by 1 percentage point (achievement below 60% will result in no share package payment in this component).

The EPP payability for 2023 is 111% based on the achievement of the corporate target for 2022-2023 and 2023-2024, and the overachievement of the individual targets for 2023.

This result was reduced by a 5% payability adjustment (minus 5 percentage points) due to the partial achievement of individual targets in 2022, to be applied to the 2024 payout, thus reducing the **payability of CEO Gábor Orbán's EPP: 106%.**

In the table in section 4.2. Long-term variable remuneration represents the EPP amount, which is based on the following percentage of bonus performance: the annual EPP targets were cumulatively met to 106% for Gábor Orbán and 100% for the other Directors employed by the Company.

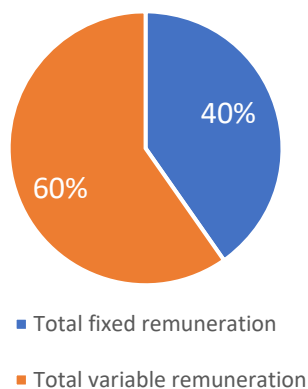
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4.2. REMUNERATION OF (EXECUTIVE) DIRECTORS EMPLOYED BY THE COMPANY

Payments for 2023 based on the above^{26,27} :

Annual gross amount (HUF)	Year	1. Fixed remuneration						2. Variable remuneration				3. Extra-ordinary items	4. Total remuneration	5. Proportion of total variable remuneration to total remuneration	
		Base salary	Honorarium (fee)	Fringe benefits	Remuneration from a subsidiary	Voluntary pension fund contribution	Other	Total fixed remuneration	One year	Longterm (multiyear)	Other				Total variable remuneration
Directors employed by the Company															
Gábor Orbán CEO Member of the Board of Directors	2023.	64 464 992	9 630 000	6 379 542	3 424 770	1 392 000	121 060	85 412 364	64 465 000	137 160 129	-	201 625 129	-	287 037 493	70%
	2022.	57 825 006	8 554 000	6 542 961	3 537 090	1 200 000	350 000	78 009 057	52 042 500	132 700 322	-	184 742 822	-	262 751 878	70%
	2021.	53 280 000	8 499 900	7 286 672	3 229 650	1 004 400	-	73 300 622	53 280 000	130 705 937	-	183 985 937	-	257 286 559	72%
István Hamecz CFO from 1 May 2022 Member of the Board of Directors from 12 April 2022	2023.	49 400 001	9 480 000	7 057 667	3 044 240	1 392 000	121 060	70 494 968	24 700 000	34 000 000	-	58 700 000	-	129 194 968	45%
	2022.	31 244 313	5 296 000	2 317 203	2 277 601	938 358	253 543	42 327 018	12 897 531	14 307 087	-	27 204 617	-	69 531 636	39%
Erik Bogsch Chairman of the Board of Directors Advisor from 15 November 2022	2023.	25 472 996	11 340 000	3 798 815	3 501 920	1 392 000	121 060	45 626 791	4 330 410	30 000 000	4 148 056	38 478 466	-	84 105 257	46%
	2022.	44 738 561	10 234 000	7 388 188	3 679 280	1 200 000	350 000	67 590 029	21 709 288	30 000 000	-	51 709 288	-	119 299 316	43%
	2021.	45 649 024	10 177 950	6 226 911	3 343 280	1 004 400	-	66 401 565	22 814 513	30 000 000	-	52 814 513	854 488	120 070 566	44%

Remuneration of Directors employed by the Company



²⁶ Remuneration from subsidiaries is stated in HUF at the annual average exchange rate.

²⁷ The long-term remuneration vested in 2023 (hence the Total remuneration) also includes a conditional component (contingent on the average sales for 2023-2024). The HUF value of the conditionally vested 2023 share remuneration was calculated at the closing exchange rate of December 30, 2023.

4.3. SUMMARY OF THE VARIABLE COMPONENTS OF REMUNERATION:

No other payout was made to Executive Directors in 2023.

One of the principles set out in the Remuneration Policy is that the total amount of the variable (i.e. performance-dependent) components of the remuneration of the Directors should not exceed 0-80% of the total amount of their remuneration. The rate of variable pay per individual recorded in the 2023 annual Report ranged from 0-70%, and was therefore in line with the Remuneration Policy.

A condition for payment of the benefits specified above is that the person be an employee of the Company at the time his or her fulfilment of the criteria is assessed.

Any reward (variable remuneration) paid lawfully, based on criteria that has been fulfilled, may not be reclaimed. During 2023, no such claim arose, either from the employer or the employee side.

The Company applied the criteria for the payment of variable, i.e. performance-related, components of remuneration consistently, taking into consideration the Company's best interests. When determining whether measurable criteria have been fulfilled, the Company considered the percentage of fulfilment. The Company considered non-measurable criteria fulfilled if the given criteria had been fully met.

4.4. PENSION BENEFIT OF EXECUTIVE DIRECTORS

Executive Directors are entitled to old-age pension, supplementary pension benefit or disability benefit in accordance with the relevant effective statutory provisions.

In addition, the Executive Directors were entitled to voluntary pension fund contribution (membership-fee supplement) in accordance with the same principles and rules as apply to all employees. This benefit was specified in the annual Agreement on Wage Increases concluded with the representative Trade Union Committee in 2023 and its rate was set at 6% of the gross base salary stated in the employment contract. The monthly amount of the employer's contribution for any one person may not exceed 50% of the prevailing national statutory minimum wage (from 1 January 2023, HUF 116,000 per person per month, and from 1 December 2023, HUF 133,400 per person per month). Payments were made accordingly in 2023.

The purpose of this benefit is to build savings, create financial security in retirement and raise living standards, thus contributing to the retention of Executive Directors through the competitiveness of total remuneration.

5. SHARES AND SHARE OPTIONS AWARDED OR OFFERED

Benefits under the **Employee Participation Program (EPP)** are share-based, but the benefit is paid in cash, so there is no share transfer through the EPP. Due to the two-year vesting period of each EPP Remuneration Policy, each business year is subject to two half-phases of EPP Remuneration Policy overlapping each other. For the 2023 business year, the second phase of the 5th Remuneration Policy and the first phase of the 6th Remuneration Policy were applicable.

Share-based remuneration through the **Employee Stock Ownership Plan** (see section 4.1.1.) is made possible under Section 77/C of Act CXVII of 1995 on Personal Income Tax. Under the Program, the Company provides Richter ordinary shares free of charge to employees, in a number determined based on the amount of Hungarian forints assigned to the years of service spent in employment at the Company as of 1 October 2023.

In 2023, the Board of Directors of the Company, concurrently with the adoption and implementation of the Employee Stock Ownership Plan, approved a separate regulation detailing the specific rules of the Plan, determining the conditions for participation in this benefit. Under the rules of the Employee Stock Ownership Plan, senior executives responsible for the preparation of the Company's Annual Report were not eligible to participate. Therefore, only Mr Erik Bogsch was eligible for this benefit in 2023 among the Company's Executive Directors.

In 2023, the Company did not offer other share options to the Directors.

6. COMPARATIVE INFORMATION ON CHANGES IN REMUNERATION AND COMPANY PERFORMANCE

Richter Group's year 2023 was characterised by unbroken confidence in its products and above-expectations demand across all businesses, which is a very positive response from patients and prescribers. In 2023, the Company achieved sales of HUF 805 billion (EUR 2.11 billion), with adjusted EBIT reaching a new historic high of HUF 236 billion (EUR 619 million), an increase of 15% and exceeding our forecasts.

Comparison of changes in remuneration and the Company's / Richter Group's performance

	2023	2022	Change
Annual per capita (FTE) remuneration of the Directors not employed by the Company			
Board of Directors members	HUF 26,875,763	HUF 8,559,701	314% ²⁸
Annual remuneration of members of the Supervisory Board			
Chairman of the Supervisory Board	HUF 12,930,000	HUF 7,944,000	162% ²⁹
Annual per capita (FTE) remuneration of the members of the Supervisory Board	HUF 6,906,000	HUF 5,728,800	120% ³⁰
Annual per capita (FTE) remuneration of the Directors employed by the Company			
Gábor Orbán	HUF 287,037,493	HUF 262,751,878	109%
István Hamecz	HUF 129,194,968	HUF 69,531,636	185% ³¹
Erik Bogsch	HUF 84,105,257	HUF 119,294,678	70% ³²
Key annual performance indicators of the Company			
Pharmaceuticals segment sales	HUF 747,446 million	HUF 656,343 million	114%
Consolidated operating profit	HUF 190,238 million	HUF 153,555 million	124%
Average annual remuneration (personnel costs) of employees			
Gedeon Richter Plc. employees	HUF 16,373,250	HUF 14,165,834	116%
Richter Group employees	HUF 15,129,013	HUF 14,002,280	108%

In the opinion of the Board of Directors, Richter Group's remuneration system served well the achievement of outstanding performance.

²⁸ The reason for the increase is the introduction of new remuneration elements as detailed in section 3.1.2. For 2023, only an average can be given for the full Board, as the remuneration paid to each non-executive Board member after 2023 differs due to the different meeting fees paid to Subcommittee members for Subcommittee meetings.

²⁹ The reason for the increase is the introduction of new remuneration elements as detailed in section 3.2.1.

³⁰ The reason for the increase is the introduction of new remuneration elements as detailed in section 3.2.1. For 2023, only an average can be given for the full Supervisory Board, as the remuneration paid to each SB member differs due to the different meeting fees paid to Audit Board members for Audit Board meetings.

³¹ The reason for the increase is that the director's employment with the company started on 1 May 2022 but the figure for 2023 is the full year's remuneration.

³² The decrease is due to a mid-year change in the post of the Director: Executive Director Responsible for Commercial, International and Governmental Affairs until 14 November 2022, Advisor from 15 November 2022 to 31 December 2022 (and for the entire year 2023).

The CEO's base salary increase for 2023 was 12%, significantly below the average corporate base salary increase of 21% at Richter Gedeon Plc. His total compensation increased by 9% compared to 2022 (because his target long-term compensation was set at an unchanged number of shares but was overachieved), which is also significantly lower than the average annual compensation increase for employees at Richter Gedeon Plc. or Richter Group.

In order to meet the information needs of shareholders in the United States the Company discloses the CEO pay ratio below.

2023	2022
Group-level calculated median personnel costs (HUF)	
HUF 13,068,375	HUF 12,129,289
CEO pay ratio:³³	
21.96	21.66

³³ Annual remuneration of the CEO / Median annual remuneration of all employees of Richter Group without the CEO. Calculation:

	2023.	2022.
Gedeon Richter Plc. total wage average (HUF)	11 259 441	9 630 714
Gedeon Richter Plc. total wage median (HUF)	9 725 856	8 342 478
Gedeon Richter Plc. median to average (%)	86,4%	86,6%
Group personnel expenses excluding CEO (HUF '000)	179 763 342	165 664 270
Group average headcount	11 901	11 850
Group average personnel expenses (HUF)	15 129 013	14 002 280
Group calculated median personnel expenses (HUF)	13 068 375	12 129 289
CEO's remuneration (HUF)	287 037 493	262 751 878
CEO pay ratio	21,96	21,66

7. OUTLOOK FOR 2024: CEO'S BONUS AND EPP TARGETS

The following table presents **CEO Gábor Orbán's** short-term, 2024 bonus targets:

KPI	Payable portion (target)
50% payable as follows: Corporate profit target Grade I: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the first threshold 75% payable as follows: Corporate profit target Grade II: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the second threshold 100% payable as follows: Corporate profit target Grade III: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the third threshold Payout between 100% and 110% with each 1% cEBIT increase, up to 110%. There is no more payout above that. ³⁴	20%
Successful submission and acceptance for registration of x products.	20%
WHC: global sales of the innovative endometriosis product (Ryeqo) reach x M EUR.	15%
GenMed: sales revenue from new product ³⁵ portfolio contributes x% to total GenMed sales in 2024.	15%
Development of 932 Phase II concepts	15%
ESG targets: <ul style="list-style-type: none"> - Quality target (weight: 7.5%) Develop action plans to reduce the carbon footprint of all production sites. - Quantity target (weight: 7.5%) Reduce parent company GHG emissions by at least 2% in 2024 compared to 2023 	15%

In case of 100% payability, the bonus is 100% of the base salary and cannot exceed 110%.

³⁴ cEBIT - Sales - Cost of Sales - Sales & Marketing costs - Research & Development costs - General & Administration costs - Clawback expenses + Milestone income. If the cEBIT calculated in this way does not reach the first threshold, each x mEUR shortfall realised will reduce the bonus payable in this component by 2 percentage points, up to a maximum of 20 percentage points in total.

³⁵ Products launched in the last five years are considered new products.

The following table presents **CEO Gábor Orbán's** long-term EPP targets set in 2024:

KPI	Payable portion (target)
Corporate KPI: The average of the consolidated HUF turnover for the years 2024-2025 (converted at unchanged average exchange rate for 2023 and excluding the effect of changes in the scope of consolidation) must exceed the consolidated turnover for 2023. <ul style="list-style-type: none"> ○ There is NO EPP payout if the corporate KPI is not met. 	50%
50% payable as follows: Corporate profit target Grade I: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the first threshold 75% payable as follows: Corporate profit target Grade II: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the second threshold 100% payable as follows: Corporate profit target Grade III: if the operating profit of the Pharmaceuticals segment excluding special items and the effects of exchange rate changes (cEBIT) less Vraylar royalty reaches the third threshold. ³⁶	20%
Successful submission and acceptance for registration of x products.	5%
Development of 932 Phase II concepts	5%
WHC: global sales of the innovative endometriosis product (Ryeqo) reach x M EUR.	5%
GenMed: sales revenue from new product ³⁷ portfolio contributes x% to total GenMed sales in 2024.	5%
ESG targets: <ul style="list-style-type: none"> - Quality target (weight: 5%) Develop action plans to reduce the carbon footprint of all production sites. - Quantity target (weight: 5%) Reduce parent company GHG emissions by at least 2% in 2024 compared to 2023 	10%

In case of 100% payability, the EPP award is 15,000 shares, with a maximum payout of 120% (18,000 shares) in case of over-achievement.

³⁶ cEBIT - Sales - Cost of Sales - Sales & Marketing costs - Research & Development costs - General & Administration costs - Clawback expenses + Milestone income

³⁷ Products launched in the last five years are considered new products.

8. SUMMARY

In the financial year 2023, the Company implemented the Remuneration Policy in full compliance with the provisions of the adopted Remuneration Policy. The Company has not deviated from the Remuneration Policy and the possibility of clawback of variable remuneration has not arisen.

The objective of the Remuneration Policy to the effect that it should encourage the Company's top executives to achieve the goals set by the Company and should thus promote the profitable operation of the Company was, in the Company's assessment, achieved in 2023.

Dated: Budapest, 8 March 2024

CLAUSE

The Report was discussed at the meeting of Gedeon Richter Plc.'s Board of Directors held on 8 March 2024 and the Board approved the submission of the Report to the General Meeting of Shareholders by Resolution No. 38/2024 for advisory vote, in accordance with the provisions of Section 3:268 (3) of the Hungarian Civil Code.

Agenda item No.14.

Amendments to the Company's Statutes

PROPOSAL
for the amendment of the Statutes of
the Chemical Works of Gedeon Richter Plc.
at the Annual General Meeting of 25 April 2024

Proposal for the amendment of Section 2 of the Statutes:

„(2) *SEAT OF THE COMPANY:* 1103 Budapest, Gyömrői út 19-21.

Branch Offices of the Company:

2510 Dorog, Esztergomi út 27.

4031 Debrecen, Richter Gedeon u. 20.

4031 Debrecen, Kígyóhagyma u.8.

~~6720 Szeged, Eötvös u. 6.~~

7673 Kővágószőlős, 505/2 hrsz.

MD – 2005 Moldova, Chişinău, str. Alexandr Puşkin, 47/1

bloc „A”, oficiul 1 (S.A. Fabrica de Produse Chimice

“GEDEON RICHTER” Budapesta, Sucursala Chişinău)¹”

¹~~Inserted in accordance with resolution no. 116/2023 passed by the Board of Directors on 19 December 2023. The registration of the Moldovan branch into the Moldovan register of legal entities is not yet completed in December 2023, but it required for the registration under the laws of Moldova that the name and address of the branch is indicated in the constitutional document of the Company.~~

Reasons:

1./ The Company terminated the lease agreement of the branch office located at 6720 Szeged, Eötvös u. 6., therefore it is necessary to delete the respective branch office from Section 2 of the Statutes.

2./ With respect to that fact that the procedure for the registration of the Company’s branch office located in the Moldovan Republic in the Moldovan register of legal entities was duly completed on 5 February 2024, it is reasonable to delete the footnote.

Proposal for the deletion of the first sentence of Section 8.3 of the Statutes:

~~“8.3 *The securities account keeper of the shareholder files the shareholders’ request of registration to the keeper of the Share Register within two working days after the crediting of the shares to the securities account, except if the shareholder explicitly prohibits or does not authorize the securities account keeper to do so. The keeper of the Share Register may refuse to comply with the registration request of shareholder, if such shareholder has acquired his shares in violation of the regulations on the transfer of shares set out by law or the Statutes. A registered shareholder shall be deleted from the Share register upon his request. (Subsections 3:246 (2)-(3))*”~~

Reasons:

The Government Decree No. 67/2014 (III.13.) on certain matters of keeping the share register of companies limited by shares was amended as of 1 January 2024. Pursuant to the amended Subsection (5) and the newly inserted Subsection (6) of Section 2 of the Government Decree, the obligation of the keeper of the share register to apply for the registration of a shareholder or cancellation of a shareholder or share shall only arise if the shareholder has authorised the keeper of the share register to submit such application. The current wording of the first sentence of section 8.3 of the Statutes contains a different provision (which aligns with the previous wording of the applicable legislation). Consequently, we propose the deletion of it.

Proposal for the amendment of Subsection (b) of Section 9.7 of the Statutes

„9.7 (b) A shareholder (i) whose acquisition or holding of shares is prohibited by applicable law including when the shareholder has failed to fulfill its notification and publication obligation relating to the acquisition of influence; or (ii) whose shareholding has not been registered in or has been deleted from the Company's Share Register, may not exercise its shareholders' rights with respect to the Company (including but not limited to the right to vote and to receive dividends). ~~In case of the Board of Directors deletes the shareholder from the Share Register for lack of the required certificates or for non appropriate certificates, then the resolutions of the General Meeting passed with the participation of such shareholder shall only remain in force if the majority required to pass such resolution was without the votes of the deleted shareholder.~~”

Reasons:

Under Section 3:36 of the Civil Code, an action for the annulment of a resolution of a legal person may be brought against the legal person within thirty days of the date when the person entitled to requesting the annulment became aware of the resolution or could have become aware of it. No action may be brought before the court after the expiry of forfeit deadline of one year from the date of the resolution . In accordance with the provisions of the Civil Code, even a resolution adopted by an unlawfully registered shareholder cannot be declared "null and void" after the subjective 30 days-deadline, nor after the end of the objective deadline of 1 year. With respect to this, it is proposed to delete the last sentence of Subsection (b) of Section 9.7 of the Statutes.

Proposal for the deletion of Section 11.2.10 of the Statutes:

„[11.2 An annual General Meeting shall be held no later than by the last day of the fourth month of every business year. The agenda of such annual General Meeting shall contain the following items without limitation:]

[...]

~~11.2.10. ——— determination of the remuneration of the elected directors.~~

Reasons:

The purpose of the deletion is to allow the General Meeting not to have the obligation to decide on the remuneration of elected officers (*i.e.* members of the Board of Directors, members of the Supervisory Board and members of the Audit Board) each year and to allow for the direct determination of the pecuniary and other benefits by applying the provisions included in the Remuneration Policy. The approval of the Remuneration Policy also falls within the exclusive competence of the General Meeting.

Proposal for the amendment of Section 11.5.3 of the Statutes:

„11.5.3 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) No proposal for the amendment of the agenda, new draft resolution or amendment of a draft resolution can be submitted more than eight days after the publication of the announcement.”

Reasons:

The purpose of the amendment is that the Statutes should clarify – further and in addition to Section 3:259 of the Civil Code – and emphasize that after the expiry of the deadline stated, shareholders are not only precluded from the proposal of a new agenda item or a new resolution proposal, but amendments to the content of draft resolutions already published for existing agenda items also cannot be submitted. [In addition, a spelling correction is necessary in the second sentence of the relevant point in the Hungarian version of the Statutes. (The addition of a ‘t’ in the word “ütközik.”)]

Proposal for the deletion of the last sentence of Section 14.2 of the Statutes:

„14.2 The Chairman and – if the members find it necessary – the Deputy Chairman of the Board of Directors shall be elected from among the members of the Board of Directors by the members of the Board of Directors. The first Chairman of the Board of Directors shall be appointed for a term equal to the term for which the first Board of Directors has been appointed. Subsequently, the Chairman of the Board of Directors shall be elected for a term, the duration of which shall be decided by the Board of Directors. The Board of Directors may withdraw the mandate of the Chairman at any time. If for any reason, the Chairman or the Deputy Chairman cease to be members of the Board of Directors, their mandate as Chairman or Deputy Chairman shall be terminated. The Board of Directors shall control the Company's business activities in compliance with the provisions of these Statutes, the resolutions of the General Meeting, and all applicable laws. ~~The remuneration of the members of the Board of Directors shall be determined by the General Meeting.~~

Reasons:

The deletion of the last sentence of Section 14.2 serves the same purpose as described in relation to the deletion of Section 11.2.10 of the Statutes and is necessary to align the two sections. The purpose is to allow, by the amendment of the Statutes, the possibility to remove the obligation for the General Meeting to take a decision each year on the determination of the remuneration of the elected officers (*i.e.* members of the Board of Directors, members of the Supervisory Board and members of the Audit Board) and to allow for the direct determination of the pecuniary and other benefits by applying the provisions included in the Remuneration Policy. The approval of the Remuneration Policy also falls within the exclusive competence of the General Meeting.

STATUTES
of
CHEMICAL WORKS OF GEDEON RICHTER PLC.

[\(This consolidated version contains the amendments of the Statutes approved by the General Meeting on April 25, 2024\)](#)

törölt: Version amended by resolution of the Board of Directors on 19 December, 2023

CHEMICAL WORKS OF GEDEON RICHTER PLC.

STATUTES

This document prepared on the basis of Act V of 2013 on the Civil Code (the "Civil Code") is the consolidated version of the statutes ("Statutes") of the mid-sized Chemical Works of Gedeon Richter PLC ("Company"), a leading pharmaceutical company of the Central-Eastern European region with growing presence in Western Europe, that controls a multinational pharmaceutical company group ("Richter Group") with more than one hundred years' experience in the research and development, manufacturing and sale of pharmaceutical products carried out with the support of a number of subsidiaries as well as jointly controlled and affiliated companies.

(1) The name of the Company: Richter Gedeon Vegyészeti Gyár Nyilvánosan Működő Rt.

Abbreviated name of the Company: Richter Gedeon Nyrt.

The trade name of the Company in foreign languages:

in English:	Chemical Works of Gedeon Richter Plc.
abbreviated name:	Gedeon Richter Plc.
in German:	Chemische Fabrik Gedeon Richter Offene AG.
abbreviated name:	Gedeon Richter AG.
in French:	Fabrique de Produits Chimiques Gedeon Richter S.A.
abbreviated name:	Gedeon Richter S.A.
in Russian:	Otkritoye A.O. Chimichesky Zavod Gedeon Richter
abbreviated name:	Gedeon Richter O.A.O.
in Spanish:	Fábrica de Productos Químicos Gedeon Richter S.A.
abbreviated name:	Gedeon Richter S.A.

(2) Seat of the Company: 1103 Budapest, Gyömrői út 19-21.

Branch Offices of the Company:

2510 Dorog, Esztergomi út 27.
4031 Debrecen, Richter Gedeon u. 20.
4031 Debrecen, Kígyóhagyma u.8.
7673 Kővágószőlős, 505/2 hrsz.
MD – 2005 Moldova, Chişinău, str. Alexandr Puşkin, 47/1 bloc
„A”, oficial 1. (S.A. Fabrica de Produse Chimice “GEDEON
RICHTER” Budapesta, Sucursala Chişinău)

törölt: 6720 Szeged, Eötvös u. 6 .¶

formázott: Betűtípus: Nem Dólt

törölt: /

(3) The Company is the General Legal Successor of Kőbányai Gyógyszerárugyár.

(4) The Company is Established for an Indefinite Period of Time.

The Company shall commence its activities on the day of its foundation.

(5) Scope of the Activities of the Company (TEÁOR'08):

The main activity of the Company:

21.20 Manufacture of pharmaceutical preparations

Other scope of activities of the Company:

10.86	Manufacture of homogenised food preparations and dietetic food
10.89	Manufacture of other food products n.e.c.
17.22	Manufacture of household and sanitary goods and toilet requisites
20.13	Manufacture of other inorganic basic chemicals
20.14	Manufacture of other organic basic chemicals
20.20	Manufacture of pesticides and other agrochemical products
20.42	Manufacture of perfumes and toilet preparations
20.59	Manufacture of other chemical products n.e.c.
21.10	Manufacture of basic pharmaceutical products
26.60	Manufacture of irradiation, electromedicinal and electrotherapeutic equipment
32.50	Manufacture of medicinal and dental instruments and supplies
35.11	Production of electricity
35.12	Transmission of electricity
35.13	Distribution of electricity
35.14	Trade of electricity
35.21	Manufacture of gas
35.22	Distribution of gas
35.23	Trade of gas
35.30	Steam and air condition supply
36.00	Water collection, treatment and supply
37.00	Sewerage
38.11	Collection of non-hazardous waste
38.12	Collection of hazardous waste
38.21	Treatment and disposal of non-hazardous waste
38.22	Treatment and disposal of hazardous waste
38.32	Recovery of sorted materials
39.00	Remediation activities and other waste management services
41.10	Development of building projects
46.19	Agents involved in the sale of variety of goods
46.38	Wholesale of other food
46.44	Wholesale of china and glassware and cleaning materials
46.45	Wholesale of perfume and cosmetics
46.46	Wholesale of pharmaceutical goods
46.47	Wholesale of furniture, carpets, and lighting equipment
46.49	Wholesale of other household goods
46.52	Wholesale of electronic and telecommunications equipment and parts
46.69	Wholesale of other machinery and equipment
46.73	Wholesale of wood, construction materials and sanitary equipments
46.75	Wholesale of chemical products
46.76	Wholesale of other intermediate products
46.90	Not specialized wholesale trade
47.41	Retail sale of computers, peripheral units and software in specialized stores
47.42	Retail sale of telecommunication products in specialized stores
47.53	Retail sale of carpets, rugs, wall and floor coverings in specialized stores
47.59	Retail sale of furniture, lighting equipments and other household articles in specialized stores
47.73	Dispensing chemists in specialized stores
47.78	Other retail sale of new goods in specialized stores
49.20	Freight rail transport
49.41	Freight transport by road
52.10	Storage and warehousing
52.21	Service activities incidental to land transportation
52.24	Cargo handling
55.20	Holiday and other short-stay accommodation
55.90	Other accommodation
56.21	Event catering activities
56.29	Other food service activities
64.20	Activities of holding companies
64.30	Trusts, funds and similar financial activities
64.99	Other financial service activities, except insurance and pension funding n.e.c.
68.10	Buying and selling of own real estate
68.20	Renting and operation of own or leased real estate
68.32	Management of real estate on fee or contractual basis
69.20	Accounting, bookkeeping and auditing activities; tax consultancy
70.10	Activities of head offices
70.21	Public relations and communications activity
70.22	Business and other management consultancy activities
71.12	Engineering activities and related technical consultancy

71.20	Technical testing and analysis
72.11	Research and experimental development on biotechnology
72.19	Other research and experimental development on natural sciences and engineering
72.20	Research and experimental development on social sciences and humanities
74.90	Other professional scientific and technical activities n.e.c.
77.12	Renting and leasing of trucks
77.32	Renting and leasing of construction and civil engineering machinery
77.33	Renting and leasing of office machinery and equipment (including computers)
77.39	Renting and leasing of other machinery, equipment and tangible goods n.e.c.
77.40	Leasing of intellectual property and similar products, except copyrighted works
81.10	Combined facilities support activities
81.29	Other cleaning activities
82.30	Organization of conventions and trade shows
82.92	Packaging activities
82.99	Other business support service activities n.e.c.
85.10	Pre-primary education
85.51	Sports and recreation education
86.21	General medical practice activities
86.22	Specialist medical practice activities
91.01	Library and archives activities
96.01	Washing and (dry-)cleaning of textile and fur products

(6) The Registered Capital (Subscribed Capital) of the Company:

6.1 The registered capital (subscribed capital) of the Company is: **HUF 18,637,486,000**, i.e. eighteen-billion-six-hundred-thirty-seven-million-four-hundred-and-eighty-six-thousand Hungarian Forints, of which HUF 6,147,486,000 comprises cash contributions and HUF 12,490,000,000 comprises in-kind contributions.

The in-kind contributions consist of the assets of Kőbányai Gyógyszerárugyár (HUF 11,390,000,000) as determined in its transformation plan, and the in-kind contribution of Richter Gedeon Vegyészeti Gyár Rt., having been determined to have a value of HUF 100,000,000.

6.2 The in-kind contribution of Richter Gedeon Vegyészeti Gyár Rt. consists of certain intangible assets of Richter Gedeon Vegyészeti Gyár Rt. with a value of HUF 100,000,000. The founders shall accept the value of the in-kind contribution of the Company at the above specified value. Richter Gedeon Vegyészeti Gyár Rt. permits the Company to use the trade name "Richter Gedeon Vegyészeti Gyár Rt." free of charge.

6.3 (Deleted pursuant to the resolution passed by the General Meeting held on September 28, 1993)

(7) Shares and Shareholder Rights

7.1 The Company's registered capital:

186,374,860, that is one hundred eighty-six million three hundred seventy-four thousand eight hundred sixty **dematerialized registered common shares**, each with a nominal value of HUF 100 that is one hundred Hungarian forints.

7.2 The distribution of shares at foundation of the Company:

7.2.1 The Company was established as a closely-held company. By signing the Company's Statutes and Deed of Foundation, the founders of the Company subscribed for the total registered share capital (HUF 12,417,500,000) of the Company and received all the then issued shares. The shares were allotted in accordance with Act XIII of 1989 and the transformation plan in the following proportions:

The Hungarian State - State Property Agency	11,390,000,000 Ft
The Hungarian State - Richter Gedeon Vegyészeti Gyár Rt.	100,000,000 Ft
Magyar Hitel Bank Rt.	917,500,000 Ft

- Pharma Haupt GmbH 10,000,000 Ft
- 7.2.2 Pursuant to General Resolution No. 1/1991, the Company converted HUF 806,474,000 of capital assets into registered capital, and accordingly issued 63,950 bearer shares each having a nominal value of HUF 1,000 and 742,524 registered preference shares each having a nominal value of HUF 1,000.
- 7.2.3 Pursuant to Resolution No. 26/1994. 09. 28. of the General Meeting, the Company increased its registered capital by HUF 4,413,512,000 and issued 4,413,512 new registered common shares; thereafter, in accordance with Resolution No. 27/1994. 09. 28. of the General Meeting, 63,950 bearer shares, each having a nominal value of HUF 1,000, were converted into registered common shares, each having a nominal value of HUF 1,000, on a one-by-one basis.
- 7.2.4 Upon request of the shareholders and pursuant to Resolution No. 19/1995.04.27., the General Meeting of the Company transformed one registered preference share into one registered common share.
- 7.2.5 Upon request of the shareholders and pursuant to Resolutions No. 13/1996. 05. 03. and No. 14/1996. 05. 03., the General Meeting of the Company approved the conversion of 517,139 registered preference shares into 517,139 registered common shares.
- 7.2.6 At the request of the shareholders and pursuant to Resolution No. 11/1997. 04. 29. and no. 12/1997. 04. 29., the Annual General Meeting of the Company converted 171,413 registered preference shares into 171,413 registered common shares.
- 7.2.7 The Company's Extraordinary General Meeting held on May 28, 1997 approved to increase the registered share capital by HUF 1,000,000,000 up to HUF 18,637,486,000 in accordance with Resolution No. 7/1997. 05. 28.
- 7.2.8 At the request of the shareholders and pursuant to Resolution No. 11/1998. 04. 28. and No. 12/1998. 04. 28., the Annual General Meeting of the Company converted 16,327 registered preference shares into 16,327 registered common shares.
- 7.2.9 At the request of the shareholders and pursuant to Resolution No. 11/1999. 04. 28. and No. 12/1999. 04. 28., the Annual General Meeting of the Company converted 3,498 registered preference shares into 3,498 registered common shares.
- 7.2.10 At the request of the shareholders and pursuant to Resolutions No. 9/2000. 04. 26. and 10/2000. 04. 26., the Annual General Meeting of the Company converted 16,987 registered preference shares into 16,987 registered common shares.
- 7.2.11 At the request of the shareholders and pursuant to Resolutions No. 9/2001. 04. 26. and 10/2001. 04. 26., the Annual General Meeting of the Company converted 4,066 registered preference shares into 4,066 registered common shares.
- 7.2.12 At the request of the shareholders and pursuant to Resolutions No. 9/2002. 04. 25. and 10/2002. 04. 25., the Annual General Meeting of the Company converted 1,688 registered preference shares into 1,688 registered common shares.
- 7.2.13 At the request of the shareholders and pursuant to Resolutions No. 11/2003. 04. 28. and 12/2003. 04. 28., the Annual General Meeting of the Company converted 1,806 registered preference shares into 1,806 registered common shares.
- 7.2.14 Pursuant to Resolution No. 16/2003. 04. 28., the Annual General Meeting of the Company has approved the conversion of the registered common shares of the Company into dematerialized shares.

- 7.2.15 At the request of the shareholders and pursuant to Resolution No 12 /2004. 04. 28., the Annual General Meeting of the Company converted 2,570 registered preference shares into 2,570 registered common shares.
- 7.2.16 At the request of the shareholders and pursuant to Resolution No 14 /2005. 04. 27., the Annual General Meeting of the Company converted 2,678 registered preference shares into 2,678 registered common shares.
- 7.2.17 At the request of the shareholders and pursuant to Resolution No 12 /2006. 04. 26., the Annual General Meeting of the Company converted 892 registered preference shares into 892 registered common shares.
- 7.2.18 Pursuant to Resolutions No. 11/2007.04.25, 12/2007.04.25 and 13/2007.04.25, the Annual General Meeting converted 3,459 registered preference shares into 3,459 registered common shares.
- 7.2.19 Pursuant to Resolution No. 10/2013.04.25., the Annual General Meeting transformed 18,637,486 that is eighteen-million six-hundred-and-thirty-seven-thousand four-hundred-eighty-six dematerialized registered common shares, each with a nominal value of HUF 1,000 that is one thousand Hungarian forints into 186,374,860, that is one hundred eighty-six million three hundred seventy-four thousand eight hundred sixty dematerialized registered common shares, each with a nominal value of HUF 100 that is one hundred Hungarian forints; by splitting the nominal value in a ten-to-one ratio.
- 7.3 The shares of the Company (including the interim shares) are dematerialized shares (Subsection 3:214 (2) of the Civil Code)
- 7.4 Within one category and class of shares, several series may be issued. Shares belonging to one series of shares may not differ as to their face value or method of production.
- 7.5 (This section was deleted in accordance with the resolution of the AGM held on April 24, 2014.)
- 7.6 (This section was deleted in accordance with the resolution of the AGM held on April 25, 2007).
- 7.7 If a resolution is passed at a General Meeting on the conversion of any categories of shares of the Company, the Board of Directors, at cost of the Company, shall provide, in compliance with the legal rules and the regulations of the central depository for the invalidation of the document issued previously relating to the dematerialized shares but which is not deemed to be security, the issuance of a new document and the registration of the converted shares on the securities accounts.
- 7.8 Should the Company's registered capital be increased, the price of the shares to be issued and the due date by which payments for such shares shall be made, shall be determined – in accordance with the provisions of the Civil Code – in the resolution on the increase of the Company's registered capital.
- 7.9 If a shareholder fails to provide his contribution undertaken by the date set forth, the Board of Directors shall order such shareholder to provide the contribution within a period of thirty days. Such order shall also note that failure to perform will result in the termination of the shareholder status with respect to the shares concerned, as of the day following the expiry of the deadline. In the event the period of thirty days passes without performance, the shareholder status with respect to the given shares shall terminate on the day following the expiration of such period. The Board of Directors shall inform the shareholder thereof in writing (Subsection 3:98. (2) of the Civil Code).

7.10 (Deleted pursuant to the resolution passed by the General Meeting held on April 25, 2007).

7.11 Rights of the shareholder:

7.11.1 The shareholder is entitled to receive a share of the Company's profits that are distributable and where a dividend is declared by the General Meeting. Such dividend shall be in proportion to the number of nominal shares held by the shareholder (right to a dividend) however, dividends with respect to treasury shares shall be divided to shareholders entitled to dividends, payable in proportion of the nominal value of their shares. (Subsection 3:225 of the Civil Code). Shareholders that have been registered in the share-register as a result of the identification of ownership prepared on the reference date established and announced by the Board of Directors regarding the payment of dividends are entitled to dividends. The date with relevance with respect to the entitlement to dividends established by the Board of Directors may be different than the date of the general meeting adopting the decision for the payment of dividends.

7.11.2 In case of termination of the Company without a legal successor, the shareholder shall be entitled – based on the payments and in-kind contributions made by the shareholder for the shares - to a portion of any remaining assets of the Company following satisfaction of the Company's creditors. Such portion of the remaining assets shall be distributed to the shareholder in proportion to the ratio between the nominal value of its shareholding in the Company's registered capital and the total registered capital of the Company (proportional right to liquidation assets).

7.11.3 Every shareholder has the right to participate in the General Meeting, to request information, to voice its opinion and to submit motions within the limits set forth by the Civil Code Shareholders entitled to vote may vote.

7.11.4 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 General Meeting, 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, then he may request the Court of Registration to oblige the Company to provide the requested information and grant access to documentation (Sections 3:23 and 3:258 of the Civil Code).

7.11.5 (Deleted and inserted in Section 11.4 pursuant to the resolution passed by the General Meeting held on April 27, 2005)

7.11.6 (Deleted and inserted in Section 11.5.3 pursuant to the resolution passed by the General Meeting held on April 27, 2005)

7.12 (Deleted pursuant to the resolution passed by the General Meeting held on April 25, 2023)

7.13 A resolution of the General Meeting aiming at the change of the form of operation of the Company comes into effect upon the delisting of the Company's shares. (Subsection 3:211. (3) of the Civil Code)

7.14 Obligations of Certain Shareholders:

7.14.1 A shareholder of the Company may not establish, manage, administer or permit the continuance of any depositary arrangement in Hungary or any other country in respect of shares or any other securities convertible into shares of the Company unless provisions having substantially the same purpose and effect as the provisions in Sections 9 and 13 hereof are imposed on investors and any other participants in such depositary arrangement by the agreement(s), conditions and any other instrument(s) constituting or otherwise regulating such depositary arrangement.

7.14.2 For the purposes of the present Statutes, a "depositary arrangement" shall mean any arrangement for the holding of shares or convertible securities of a corporate entity by a depositary or any other person (however defined) registered as a shareholder in the Share Register of such entity pursuant to which the persons participating in such arrangement as investors are granted interests in a global certificate, or are issued with securities or certificates, such global certificate or securities or certificates evidencing interests or rights in respect of the shares or convertible securities held by such depositary or other person holding the shares or convertible securities. The Statutes may provide that the depositary or other person holding the shares shall not be subject to the provisions of Articles 9 and 13, or shall be subject only to certain of them, provided, however, that such depositary or other person shall always comply with Section 7.14.1 hereof.

(8) Share Register

8.1 The Board of Directors of the Company shall keep a register of shareholders, including holders of interim shares. The Board of Directors of the Company may outsource the administration of its Share Register to a clearing house, a central depositary, an investment enterprise, a financial institution, an attorney at law or an auditor (other than the elected auditor) subject to publication of the commission and identity of the consignee in the Cégközlöny (Companies Gazette) and on the Company's homepage. The following shall be recorded in the Share Register: the name (company) and address (registered seat) of the shareholders and the shareholders' representatives (hereinafter referred to jointly as "shareholders"), or in the case of jointly owned shares, the name (company) and address (seat office) of the joint representative, furthermore, the number of shares or interim shares (ownership ratio) of shareholders as per each series of shares, as well as any other data set forth by law and in section 9.3 of the Statutes. (Section 3:245 of the Civil Code)

8.2 Anyone whose actual or deleted data is contained in the Share Register may inspect the Share Register, and may request a copy of the section thereof concerning themselves from the keeper of the Share Register, which request the keeper of the Share Register shall satisfy within five days. The first copy of such certificate of shareholding (the extract in the case of digital data carriers) shall be provided free of charge. Any further copies shall be provided at the expense of the shareholder requesting them. The Share Register may be inspected by third parties within the limits of the legal regulations concerning the inherent rights and the protection of data. (Section 3:247 of the Civil Code) While inspecting the Share Register the Company informs the inspecting person if it has initiated an identification of ownership procedure. The Company publishes the rules of inspection on its website.

8.3 ~~The keeper of the Share Register may refuse to comply with the registration request of shareholder, if such shareholder has acquired his shares in violation of the regulations on the transfer of shares set out by law or the Statutes. A registered shareholder shall be deleted from the Share register upon his request. (Subsections 3:246 (2)-(3))~~

törölt: The securities account keeper of the shareholder files the shareholders' request of registration to the keeper of the Share Register within two working days after the crediting of the shares to the securities account, except if the shareholder explicitly prohibits or does not authorize the securities account keeper to do so.

8.4 The determination of entitlement to exercise the rights of shareholding takes place by way of identification of ownership. A certificate of ownership is not required for the exercise of shareholding

rights (Subsection 3:254 (6) and Section 3:248 of the Civil Code) The date of registration in the Share Register shall be same as the date of the identification of ownership.

(9) Transfer of Shares

A. General

9.1 The shares of the Company shall be acquired and transferred by debiting of the securities account of the transferor and crediting of the securities account of the new shareholder with the dematerialized share. The person on whose account the share is registered shall be deemed to be the holder of the share. (Sections 6:577 and 6:578 of the Civil Code)

9.2 Shareholders may exercise shareholder rights towards the Company only upon being registered in the Share Register. (Subsection 3:246 (1) of the Civil Code)

B. Entry in the Share Register

9.3 In case of persons falling under the obligation of notification pursuant to the provisions of the Capital Market Act, the transfer of registered shares shall be entered by the Company in the Share Register upon evidencing that the report to the Commission relating to the acquisition of shares and the required public disclosure regarding same pursuant to the provisions of the Capital Market Act has been made, and furthermore upon the presentation to the Board of Directors by the transferee of shares, by the shareholder's representative or, in case of jointly owned shares, the joint representative of the information satisfactory to the Board of Directors concerning (a) the circumstances of the acquisition of shares, (b) the identity (in the case of a natural person) or the status and ownership (in the case of a legal entity or other body, incorporated or otherwise) of the transferee of shares Within the framework of the obligation of notification, at least the following documents must be presented to the Board of Directors:

- (i) in case of shareholders which are legal entities, a recent certificate of incorporation or any other official document of equivalent purpose providing detailed information concerning the current legal status and ownership structure of the shareholder, and
- (ii) a statement by the shareholder indicating (a) whether the shareholder is the beneficial owner of the shares to be entered in the Share Register, (b) whether there is any agreement relating to the exercise of voting rights with respect to the shares, and (c) providing - in case of shareholders which are legal entities - information satisfactory to the Company concerning the name, registered seat and ownership structure of any shareholder, partner, member of, or holder of any interest in, the shareholder holding or controlling 20% (twenty percent) or more of its registered capital or voting rights at its general meetings. The certificate of incorporation or any other official document of equivalent purpose relating to the member of the shareholder holding at least 20% of the voting rights in the shareholder must also be presented to the Board of Directors and furthermore, the notification obligation shall also apply with respect to members holding at least a 20% interest or voting rights in the shareholder;
- (iii) a statement of the shareholder pursuant to which such shareholder shall undertake to notify, without any delay, the Board of Directors of the Company of any agreement relating to the exercise of voting rights with respect to the shares;
- (iv) a statement declaring that the shareholder will notify, without any delay, the Board of Directors of the Company of any change in its ownership, where such change is resulting in a member or shareholder of such shareholder acquiring or otherwise controlling - directly or indirectly - at least 20% (twenty percent) or more of the registered capital of the shareholder or voting rights at its general meetings.

In each case, a request for registration into the Share Register by a shareholder shall contain an authorization by said shareholder for the cancellation of the registration in case that such request shall - either at the time of the request or subsequently - contain any materially false, fraudulent or misleading statements.

9.4 (Deleted on the basis of the resolution of the AGM of April 28, 2003 due to the dematerialization of the common shares.)

9.5 (Deleted on the basis of the resolution of the AGM of April 28, 2003 due to the dematerialization of the common shares.)

9.6 The Company shall send its notices to the shareholders or shareholders' representatives - in case of jointly owned shares, the joint representative - registered in the Share Register and to the address indicated in the Share Register, and shall not assume any liability if the actual ownership structure is different from the structure entered in the Share Register.

9.7 (a) The Company shall be entitled to refuse registration in the Share Register, and/or the Board of Directors shall be entitled to delete the registered shareholder or the shareholders' representative from the Shareholders' Register even without the consent of the shareholder thereto, if: (i) a shareholder or shareholder's representative fails to provide the documents, certificates and statements set forth in Section 9.3 hereof where such shareholder or shareholder's representative is required by the present Statutes to provide such documents, certificates and statements, or (ii) if a shareholder has failed to fulfill its notification and publication obligation relating to the acquisition of influence or has acquired influence in excess of the threshold in the Capital Market Act, other than as a result of a successful mandatory offer in accordance with the provisions of the Capital Market Act, or (iii) if the request for registration contains illegible or not understandable information. Any registration in the Share Register made on the basis of materially false, fraudulent or misleading statements shall be deemed null and void and may be cancelled by the Board of Directors.

(b) A shareholder (i) whose acquisition or holding of shares is prohibited by applicable law including when the shareholder has failed to fulfill its notification and publication obligation relating to the acquisition of influence; or (ii) whose shareholding has not been registered in or has been deleted from the Company's Share Register, may not exercise its shareholders' rights with respect to the Company (including but not limited to the right to vote and to receive dividends).

(c) A shareholder shall be liable for all losses and damages caused to the Company or any other shareholder arising from the provision of materially false, fraudulent or misleading information in documents, certificates or statements in connection with an application for entry into the Share Register, or any material failure to meet its obligations under this Article 9.

törölt: In case the Board of Directors deletes the shareholder from the Share Register for lack of the required certificates or for non-appropriate certificates, then the resolutions of the General Meeting passed with the participation of such shareholder shall only remain in force if the majority required to pass such resolution was met without the votes of the deleted shareholder.

C. Publication of the acquisition of influence and Notification to the Company - Thresholds

(Deleted on the basis of the resolution of the AGM held on April 28, 2009.)

(10) Signing on Behalf of the Company

The following persons shall be authorized to sign their names under the stamped, printed, or hand-written name of the Company, and thereby undertake rights and obligations on behalf the Company:

- (a) the Chief Executive Officer acting **solely**, on behalf of the Company,
- (b) any two members of the Board of Directors acting **jointly**,
- (c) any member of the Board of Directors of the Company **jointly** with an employee of the Company vested by the Board of Directors with the authority to sign on behalf of the Company,

- (d) any two employees of the Company vested by the Board of Directors with the authority to sign **jointly** on behalf of the Company.

(11) The General Meeting

- 11.1 The General Meeting is the highest decision-making body of the Company, and shall be comprised of all of the shareholders.
- 11.2 An annual General Meeting shall be held no later than by the last day of the fourth month of every business year. The agenda of such annual General Meeting shall contain the following items without limitation:
- 11.2.1 the Board of Directors' report on the Company's consolidated annual report for the previous business year pursuant to the International Financial Reporting Standards (IFRS);
- 11.2.2 the Supervisory Board's report on the Company's consolidated annual report for the previous business year pursuant to the IFRS;
- 11.2.3 the Auditor's report on the Company's consolidated annual report for the previous business year pursuant to the IFRS;
- 11.2.4 approval of the Company's consolidated annual report for the previous business year pursuant to the IFRS;
- 11.2.5 the Board of Directors' report on the Company's individual annual report for the previous business year prepared pursuant to the Accounting Act; on the management; the financial situation and the business policy of the Company. (Section 3:284 of the Civil Code);
- 11.2.6 the Supervisory Board's report on the Company's individual annual report for the previous business year, including also the recommendation regarding the appropriation of after-tax profits;
- 11.2.7 the Auditor's report on the Company's individual annual report for the previous business year;
- 11.2.8 approval of the Company's individual annual report for the previous business year, including the resolution on the appropriation of the after-tax profits;
- 11.2.9 the Board of Director's report on the practice of corporate governance and on the departures made by the Company in applying the Corporate Governance Recommendations of the Budapest Stock Exchange.
- 11.3 The Annual General Meeting shall be convened by the Board of Directors unless otherwise provided by the Civil Code. The person or organ convoking the General Meeting shall determine its time, venue, and agenda.
- 11.4 The Board of Directors shall have the right to call an extraordinary General Meeting at its discretion. The Board of Directors shall also call an extraordinary General Meeting if persons authorized by the Civil Code or these Statutes request from the Board of Directors that a General Meeting be held. If shareholders holding at least one percent of the votes request for the convening of a General Meeting, stipulating its reason and purpose, such a General Meeting shall be convened. (Sections 3:103 and 3:266 of the Civil Code) In the cases determined by the Civil Code, the Supervisory Board, and the Court of Registration are entitled to convene an extraordinary General Meeting.

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11.2.10 - determination of the remuneration of the elected directors.¶

The Auditor shall initiate the convocation of the General Meeting in cases described by Section 3:38 of the Civil Code. If a General Meeting is not convened, or if the decision called for by the legislation is not made, the Auditor notifies the Court of Registration supervising the Company.

A General Meeting may only be convened while an action is pending at the court with respect to the registration of a capital increase, and subscribers to the increased registered capital are unable to exercise their voting rights with respect to the shares subscribed in the capital increase as a result of the pending registration, if extraordinary circumstances justify the convening of such General Meeting. Such extraordinary General Meeting may only discuss and resolve items justified by such extraordinary circumstances.

11.5 The convening of the General Meeting shall be published on the Company's homepage at least 30 days prior to the commencement date thereof pursuant to the provisions applicable to the Company's announcements. The Company may notify shareholders regarding the convocation of the General Meeting in an electronic format, if shareholders have so requested. If an extraordinary Meeting is convened due to a shareholder stance rendered in connection with a public offer or following a successful public purchase offer and initiated by the acquirer of influence, the Meeting must be convened at least fifteen days prior to its commencement day.

11.5.1 The members of the Board of Directors and of the Supervisory Board and the auditor shall receive separate invitations to the General Meetings.

11.5.2 The announcement (invitation) convening the General Meeting shall indicate the name and seat of the Company, the venue, date, time, agenda and method of holding of the General Meeting, the conditions placed on the exercise of voting rights as specified in these Statutes as well as the time and venue of the reconvened General Meeting. No more than twenty-one days, but at least one hour shall pass between the starting times of a General Meeting of an insufficient quorum and the reconvened General Meeting. The announcement convening the General Meeting shall contain the information that a shareholder or nominee may participate on the General Meeting if registered in the Share Register at least two working days prior to the beginning date of the General Meeting (Subsection 3:273 (2) of the Civil Code, Section 13.1 of these Statutes); and the requirements laid down in these Statutes (Section 11.5.3.) of exercising the right to supplement the agenda of the General Meeting (Section 3:259 of the Civil Code), as well as the date, place and way of accessing the full and original text of the proposals on the agenda and of the proposed resolutions (including the website of the Company). (Subsection 3:272 (1) of the Civil Code)

11.5.3 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) No proposal for the amendment of the agenda, new draft resolution or amendment of a draft resolution can be submitted more than eight days after the publication of the announcement.

11.5.5 Items not listed in the published agenda may only be discussed and valid resolutions concerning these items shall only be passed if all of the shareholders are present at the General Meeting and they give their unanimous consent to the addition of such items to the agenda. The agenda shall be indicated in the invitation or the proposals for resolutions in sufficient detail to enable the persons entitled to vote to formulate an opinion on the subjects to be discussed. (Section 3:17 of the Civil Code).

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- 11.5.6 The announcement of the General Meeting shall indicate that the shareholders entitled to participate and vote at such General Meeting shall have the right to be represented in participation and voting at the General Meeting by a duly authorized proxy, pursuant to Article 13.4. Such duly authorized representatives are not required to be shareholders of the Company.
- 11.6 The Company shall publish the key data of its draft consolidated annual report for the previous business year pursuant to the IFRS and its draft individual annual report 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 General Meeting, including separate summaries on the individual share classes, together with a summary of 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, on the Company's homepage at least twenty one days prior to the General Meeting. (Subsections 3:258 (2) and 3:272 (3) of the Civil Code)
- 11.7 With the exception of cases (that might be issues listed under 12.1. d/ii and y/i) where the presence of a larger number of shareholders is required due to the voting proportions set out in article 12.1 in order to constitute a quorum, a quorum exists if shareholders, personally or through their representatives, representing over half of the votes embodied by the voting shares are present at the General Meeting and have duly evidenced their shareholder or representative status. The General Meeting may be suspended once. If the General Meeting is suspended, it shall be continued within thirty days. Existence of the quorum shall be examined at each decision. With respect to the quorum, shareholders or representatives of a shareholder who submit a "yes", "no", or "abstention" vote shall be deemed as the ones being present.
- 11.8 If the General Meeting has no quorum, the General Meeting shall be reconvened in accordance with Section 11.5.2. With the exception of cases (that might be any issues listed under 12.1) where under the given circumstances the presence of a larger number of shareholders is required due to the voting proportions set out in article 12.1 in order to constitute a quorum, the reconvened General Meeting shall have a quorum for the purpose of considering items on the agenda of the original General Meeting if the shareholders representing more than 20% of the votes relating to the voting shares issued by the Company are presented personally or via proxy at the reconvened General Meeting and their shareholding or representation right has been duly evidenced.
- 11.9 The General Meeting shall be chaired by the Chairman of the Board of Directors or by a person called upon in advance by the Board of Directors. The General Meeting shall approve the identity of the president of the General Meeting prior to the substantive discussion of further items of the agenda and until this has happened, the General Meeting cannot make a further substantive decision in respect of the items on the agenda.
- (12) Matters Within the Exclusive Competence of the General Meeting:**
- 12.1 The following matters shall belong to the exclusive competence of the General Meeting:
- (a) establishment and - unless these Statutes provide otherwise - modification of the Statutes (three quarter majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares, except for those decisions requiring a greater majority pursuant to the Statutes);
 - (b) decision on the change of the form of operation of the Company (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares), which enters into force upon the delisting of the Company's shares;

- (c) decision on transformation or termination without a legal successor of the Company (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares);
- (d) (i) the election and removal of the members of the Board of Directors, the Supervisory Board, the Audit Board and of the Auditor, and the establishment of their remuneration (for election and the establishment of the remuneration, simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares; (ii) for the removal of a member of the Board of Directors, a simple majority of those present but at least 35%+1 vote of all the voting shares , and (iii) for the removal of members of the Supervisory Board and of the Audit Board and of the Auditor, three quarter majority of the votes present at the General Meeting, but at least 35% + 1 vote of all the voting shares);
- (e) approval of the consolidated annual report for the previous business year pursuant to the IFRS and of the individual annual report, including the decision on the appropriation of after-tax profits (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (f) decision - unless otherwise stipulated by the Statues - to pay interim dividends (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (g) advisory vote on the remuneration policy (at a material change thereof but in any case at least every four years) and advisory vote on the remuneration report on the previous business year [Subsections 3:268 (2)-(3) of the Civil Code]; decision concerning the approval of the report on corporate governance (Subsection 3:289 (2) of the Civil Code); (in each case above simple majority of those present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (h) decision – with the exception of transactions specified in law, – based on the detailed proposal of the Board of Directors, on providing financial aid for third parties to acquire the Company’s own shares (Subsection 3:227 (1) of the Civil Code) (upon the approval of at least the three-quarter majority of the voters present, which votes shall represent at least 20%+1 vote of all the voting shares);
- (i) variation of the rights attached to the individual series of shares, and the transformation of categories or classes of shares (three quarter majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (j) decision - unless otherwise stipulated by the Statues - on the issue of convertible, self-converting bonds or bonds with subscription rights (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (k) decision on the acquisition of own shares, unless otherwise provided for by the Statutes, furthermore, the authorization of the Board of Directors for the acquisition of own shares (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (l) decisions on the (i) listing or (ii) delisting of Company shares on the Stock Exchange (three quarter majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares in case of listing, or 35% + 1 vote of all the voting shares in case of delisting, unless the decision would result in the change of the Company’s corporate form);

- (m) with the exception of commercial transactions, any resolution concerning financial matters of the Company that involves the distribution of funds, the obtaining of loans, the granting of guarantees, or the creation of any other financial liability the aggregate financial effect of which over one year exceeds fifteen percent (15%) of the Company's total assets (saját vagyon) as determined by the last audited balance sheet (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (n) decisions on investments and leases which have a financial effect over one fiscal year equalling or exceeding twenty-five percent (25%) of the Company's total assets as determined by the last audited balance sheet (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (o) decisions on the acquisition of other companies, their share capital, and/or the formation of any other company, if any such transaction has a financial effect over one fiscal year equalling or exceeding thirty percent (30%) of the Company's total assets as determined by the last audited balance sheet (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (p) decisions which may result, in one or more steps, in a fundamental reduction of the research and development or manufacturing activities of the Company in Hungary (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares);
- (q) decisions concerning the renaming, or any amendment to the registered and/or trading name, of the Company (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares). (Subsection 3:102 (2) of the Civil Code);
- (r) decisions concerning the changing of the registered seat of the Company (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares). (Subsection 3:102 (2) of the Civil Code);
- (s) decisions concerning the cancelling of the registration of the following classified activities within the Company's scope of activity: in accordance with the classification under the new TEAOR '08 (21.10) Manufacture of basic pharmaceutical products; (21.20) Manufacture of pharmaceutical preparations; (20.13) Manufacture of other inorganic basic chemicals (20.14) Manufacture of other organic basic chemicals, or the cessation of any of such activities (90% majority of the votes present at the General Meeting, but at least 45% + 1 vote of all the voting shares). (Subsection 3:102 (2) of the Civil Code)
- (t) decision on all matters belonging to the exclusive competence of the General Meeting pursuant to the laws or these Statutes (simple majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares, unless otherwise stipulated by the Statutes or by the laws);
- (u) decision - unless otherwise stipulated in the Civil Code - on the increase of the registered capital of the Company (three quarter majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (v) decision - unless otherwise stipulated in the Civil Code - on the decrease of the registered capital of the Company (three quarter majority of the votes present at the General Meeting, but at least 35% + 1 vote of all the voting shares);
- (w) decision on the exclusion of the exercise of preferential subscription rights (three quarter majority of the votes present at the General Meeting, but at least 20% + 1 vote of all the voting shares);
- (x) (The section has been deleted by the AGM held on April 28, 2009.)

- (y) if in any year four or more members of the Board of Directors or three or more members of the Supervisory Board are removed, the removal of the fourth and the subsequent member(s) of the Board of Directors or the third or subsequent member(s) of the Supervisory Board (i) a simple majority of those present in the case of the removal of a member of the Board of Directors, but at least 45%+1 vote of all the voting shares; (ii) 90% majority of the votes present at the General Meeting in the case of the removal of a member of the Supervisory Board, but at least 45% + 1 vote of all the voting shares).

12.2 Decisions on matters belonging to the exclusive competence of the General Meeting shall be decided by the majority of votes set forth in Section 12.1.

12.3 If the general meeting of the Company decides on the delisting of the shares listed on a regulated market, the shareholder whose shares are directly affected by the delisting - except if the shareholder contributed to the approval of the delisting by the general meeting - is entitled to demand within a period of 60 days from the publication of such decision (term of preclusion) that the Company buy its shares for the consideration set forth in Section 63/A of the Capital Markets Act. The offer for sale shall not be withdrawn. [Subsection 63(7) of the Capital Markets Act] The share transfer agreement between the Company and the shareholder making the offer for sale shall be deemed concluded on the last day of the period open for the exercise of the right to sell. [Section 63/A (6) of the Capital Markets Act]

(13) Voting

A. General

13.1 Certification of ownership is not required for the exercise of shareholders' rights; the entitlement is verified by way of the identification of ownership procedure. (Subsection 3:254 (6) of the Civil Code) Pursuant to the identification of ownership initiated by the Company, or in the case of a representative, on the basis of the power of attorney, the Board of Directors shall issue a voting card or another certificate containing an entitlement to vote (the "voting card"). At the General Meeting, shareholder rights can be exercised via the voting card. The voting card shall contain the name of and the number of votes entitled to the shareholder or the shareholder's representative.

The Company shall only issue a voting card to a shareholder or shareholder's representative who is registered in the Share Register as the owner of the shares or as the shareholder's representative, or in case of jointly owned shares, as joint representative.

The name of a shareholder, or of a shareholder's representative, who wishes to participate in the General Meeting shall be recorded in the Share Register by the second working day preceding the commencement day of the General Meeting. [Subsection 3:273 (2) of the Civil Code]

In the case of identification of ownership initiated by the Company, if it is in connection with the closing of the Share Register, the keeper of the Share Register delete all the data in the Share Register at the time of identification of ownership and at the same time shall record in the Share Register the data resulting from the identification of ownership. (Section 3:248 of the Civil Code)

Shareholders' rights at the General Meeting 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 General Meeting. (Subsection 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 PM (Budapest time) of the second business day before the first day of the General Meeting.

The closing of the Share Register shall not impede the transfer of shares following the closing of the Share Register by a person registered in the Share Register. The transfer of shares prior to the commencement day of the General Meeting does not exclude the right of a person registered in the

Share Register to participate in the General Meeting and to exercise the rights to which he is entitled as a shareholder. [Subsection 3:273 (3) of the Civil Code]

- 13.2 Subject to the provisions of Section 13.8 hereafter, every share of nominal value HUF 100 entitles its holder to one vote.
- 13.3 A shareholder shall not be entitled to exercise voting rights prior to having effected full payment of its contribution in cash.
- 13.4 Shareholders may also exercise their rights at a General Meeting 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 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.

Representatives may obtain voting cards if they present authorization contained in an official deed or a private deed of full probative value to the Company at the time and place indicated in the announcement regarding the General Meeting.

In case of doubt, the power of attorney issued by a shareholder shall be valid for one General Meeting, and applies to any continuations of a suspended General Meeting and also any reconvened General Meetings postponed due to a lack of quorum. Members of the Board of Directors, of the Supervisory Board or the auditor shall not be authorized to represent a shareholder at a General Meeting.

The above provisions do not affect the regulations relating to the "shareholder's nominees".

- 13.5 If the voting is effected by using voting cards, the Board of Directors shall issue to the shareholders (or to the authorized representatives) entitled to vote such number of voting cards that is equal to the number of items on the agenda of the General Meeting, on which voting is required.

Voting cards shall bear:

- the name of the Company and the class of shares,
- the name of the shareholder,
- the time of the General Meeting,
- the number of votes, and
- clearly indicated spaces for the marking of "yes," "no," and "abstain."

For the calculation of the votes for the adoption of a valid resolution, only the voting cards that are submitted must be taken into account, and only where "yes," "no," and "abstain" (and only one of these) are clearly marked. A voting card marked as "abstain" shall be considered a valid, submitted vote. For the passing of a valid resolution, only voting cards marked "yes" shall be taken into account.

At the General Meeting, the voting shall be effected by handing over the voting cards to the vote counters.

The Board of Directors may decide to implement another method for the vote counting (i.e., using a computer to count votes). In such case, the proper recording of the above mentioned information shall have to be secured.

- 13.6 A three member commission shall be elected at the beginning of the General Meeting for the purpose of counting the votes. The Chairman of the General Meeting shall nominate members for election to the commission. The Chairman of the General Meeting may not be elected as a member of the commission.

13.7 The result of each vote shall be presented by the commission in a written report duly countersigned by the members of the commission.

B. Limitation on Voting Rights

13.8 At general meetings, a shareholder may not exercise voting rights, for its own account or as the representative of another shareholder, alone or in concert with affiliated persons, in excess of 25% (twenty five percent) of the voting rights attached to the shares held by shareholders present or represented at the general meeting.

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13.9 (Deleted on the basis of the resolution of the AGM of April 28, 2009.)

(14) The Board of Directors

14.1 The Board of Directors shall be the Company's managing body. It shall represent the Company with respect to third parties, in court and before other authorities. The Board of Directors shall develop and control the Company's operations and shall exercise employer's rights over the Chief Executive Officer. The Board of Directors shall be comprised of 3 (three) but no more than 12 (twelve) members. The General Meeting shall elect from time to time the members of the Board of Directors for a defined period of time that shall not exceed the term of 5 years.

The names and data of the members of the Board of Directors are contained within Annex (A) of these Statutes.

14.2 The Chairman and – if the members find it necessary – the Deputy Chairman of the Board of Directors shall be elected from among the members of the Board of Directors by the members of the Board of Directors. The first Chairman of the Board of Directors shall be appointed for a term equal to the term for which the first Board of Directors has been appointed. Subsequently, the Chairman of the Board of Directors shall be elected for a term, the duration of which shall be decided by the Board of Directors. The Board of Directors may withdraw the mandate of the Chairman at any time. If for any reason, the Chairman or the Deputy Chairman cease to be members of the Board of Directors, their mandate as Chairman or Deputy Chairman shall be terminated. The Board of Directors shall control the Company's business activities in compliance with the provisions of these Statutes, the resolutions of the General Meeting, and all applicable laws.

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14.3 The convocation and rules of procedure of the meeting of the Board of Directors:

14.3.1 The Board of Directors shall convene ordinary meetings at least four times a year. The venue, date, time and agenda of such meetings shall be determined by the Chairman of the Board of Directors at his discretion. Members of the Board of Directors shall be notified thereof not less than 8 days before the meeting. The invitation to the meeting of the Board of Directors shall be in writing.

14.3.2 The Chairman of the Board of Directors or, if absent, the Deputy Chairman shall convene the meeting of the Board of Directors if requested by the Chief Executive Officer or by any two members of the Board of Directors jointly. The meeting of the Board of Directors shall be chaired by the Chairman of the Board of Directors or, if prevented from attending, the Deputy Chairman.

14.3.3 If the Chairman and the Deputy Chairman of the Board of Directors are not present at the meeting of the Board of Directors, the members present shall elect a Chairman from among the members of the Board of Directors present.

- 14.3.4 Two-thirds of the total number of the members of the Board of Directors, but no less than three members, must be present at the meeting of the Board of Directors to constitute the quorum required to pass valid resolutions. The total number of the members of the Board of Directors shall mean the number of the members of the Board of Directors in office at such time.
- 14.3.5 In lack of a quorum at a Board of Directors' meeting, the Chairman shall convene another meeting to be held within three days from the date of the original meeting. At such second meeting a quorum exists if the majority of the directors in office, but at least three members, are present.
- 14.3.6 Should the number of the members of the Board of Directors fall below three, an extraordinary General Meeting shall be convened in order to elect new directors.

14.4 The Board of Directors shall have the competence:

- (a) to convene an ordinary and extraordinary General Meeting, except in cases defined by the Civil Code;
- (b) to prepare proposals relating to the matters specified in Section 12 of these Statutes, in case of a prior approval of the Supervisory Board, to approve such proposals and submit them to the General Meeting; in case of proposals not approved by the Supervisory Board in advance or proposals deviating from the one approved by the Supervisory Board, to send the proposal approved by the Board of Directors to the Supervisory Board again and submit it to the General Meeting;
- (c) to prepare reports on the management, financial situation and business strategies of the Company, and to submit such reports to the General Meeting once a year, and to the Supervisory Board every three months;
- (d) to decide on the Company's annual and medium term business plans, to be carried out by the management of the Company;
- (e) (i) to decide on any financial matters (excluding commercial transactions), involving expenses, borrowing, the granting of guarantees, or the placing of a financial liability on the Company with a value in excess of two percent (2%) but less than fifteen per cent (15%) of the value of the Company's total assets as determined in the Company's last audited balance sheet;
- (ii) to decide on investments and lease-purchases not provided for in the Company's annual business plan, the financial effect of which over one year is in excess of two percent (2%) but less than twenty-five percent (25%) of the value of the Company's total assets, as determined by the Company's last audited balance sheet;
- (f) to decide on the acquisition of other companies or a part of their registered/share capital, and/or the foundation of new companies not provided for in the Company's annual business plan, where such transactions have a financial effect over one year in excess of two percent (2%) but less than thirty (30%) of the Company's total assets as determined in the Company's last audited balance sheet, and to make decisions regarding the acquisition of a share interest in another company exceeding 25%;
- (g) to determine the scope of authority of the Chief Executive Officer entrusted with the management of the Company;

- (h) to approve the Company's internal Organizational and Operational Rules and Regulations and to authorize the Chief Executive Officer to amend parts of the Organizational and Operational Rules and Regulations identified in the resolution of the Board of Directors;
- (i) to determine the employees' right to sign on behalf of the Company;
- (j) to decide on acquisition of the Company's own shares (i) if the Company acquires the shares in a court proceeding aimed at the settlement of a claim to which the Company is entitled, or in a restructuring; (ii) if the shares are acquired in order to avoid an imminently threatening serious damage to the Company, except for the case of a public takeover offer aimed at the acquisition of the shares; or (iii) if approved by the General Meeting; to decide on the sale of treasury shares owned by the Company;
- (k) to ensure that the books of the company are kept according to the rules;
- (l) in the cases set forth in the Civil Code or in the Statutes, to accept an interim balance sheet with the prior approval of the Supervisory Board, furthermore to decide on the issuance of bonds, on the increase of the registered capital and on the payment of interim dividends;
- (m) to decide on changing the business sites and branch offices of the Company and (with the exception of the main activity and the activities listed in Section 12.1 (s) hereof) the scope of the Company's activities, and on the related amendment of the Statutes.

The limitations in the value of the transactions as set forth in 14.4 (e) and (f) hereof shall apply to the aggregate value of transactions of the same type carried out within one year.

- 14.5 Any limitation of the right of representation of the Board of Directors according to the above shall be null and void with respect to third persons.
- 14.6 The Board of Directors shall pass its resolutions by a simple majority voice vote. In case of an equality of votes for and against, the Chairman shall have a decisive vote if the Chairman of the Board of Directors is present. If the Chairman is absent and there is an equality of votes, the proposed resolution shall be considered rejected. At the request of any member of the Board of Directors, the Chairman shall order a secret vote.
- 14.7 Members of the Board of Directors shall be liable for any damages caused to the Company by any breach of their obligations in accordance with the provisions of the Civil Code on liability for damages caused by the breach of a contract.
- 14.8 A conflict of interest against a member of the Board of Directors shall mean any reason, fact or circumstance due to which the personal interest or business interest of the respective member of the Board of Directors - by common sense - significantly or durably is contrary or could be contrary to the Company's interest.

The business interest of a member of the Board of Directors is contrary to the interests of the Company, if the Company's interest is contrary to the interest of the employer of the respective member of the Board of Director or the interest of a legal person with the participation of or under control by the respective member of the Board of Directors.

A legal person with the participation of or under control by the member of the Board of Directors shall include a legal person in which the respective member of the Board of Directors (i) is an executive officer or (ii) directly or indirectly has voting rights or share of at least 25 per cent, or (iii) otherwise has decisive influence over the operation of the legal person (Section 8:2 of the Civil Code).

A conflict of interest arises especially if:

- the Company or any legal person within the Richter Group initiates a lawsuit against the member of the Board of Directors;
- the member of the Board of Directors initiates a lawsuit against the Company or any legal person within the Richter Group;
- a criminal procedure is initiated against the member of the Board of Directors or against a legal person with the participation of or under control by the member of the Board of Directors (because the personal and/or business integrity of the member by such action, which may affect the reputation of the Company).

If the Board of Directors establishes that a conflict of interest exists in respect of a member of the Board of Directors, the exercise of the rights of the member affected by the conflict of interest will be suspended until the General Meeting adopts a resolution regarding the removal of the affected member (in accordance with Section 12.1 (d)). During the suspension, the respective member of the Board of Directors cannot exercise its rights under such mandate (especially, the member cannot receive information related to the operation of the Company, cannot participate and vote at the meetings of the Board of Directors). The suspension shall lapse if the first General Meeting following the establishment of conflict of interest rejects (does not approve) the proposal for resolution on the removal of the member of the Board of Directors affected by the conflict of interest. The affected member shall be entitled to posteriorly receive the remuneration due for the period of suspension if the General Meeting rejected the resolution on the removal of such member.

(15) The Chief Executive Officer

- 15.1. The Board of Directors shall authorize one of its members to control the day-to-day operations of the Company, in any case, for a term of office to be decided by the Board of Directors.
- 15.2. The Chief Executive Officer shall be personally liable for managing the Company's affairs in accordance with applicable laws and regulations, these Statutes, and the resolutions of the General Meeting and Board of Directors.
- 15.3. The Chief Executive Officer may, according to the Company's internal Organizational and Operational Rules and Regulations and within the sphere of the internal administration of the Company, delegate his duties and powers to managers and employees of the Company. Such delegation shall be executed by a formal, written instrument specifying the duties and powers delegated. The Chief Executive Officer's delegation of duties and powers may be general or made on a case-by-case basis. However, any limitation of the Chief Executive Officer's sphere of authority arising out of his membership on the Board of Directors shall be null and void with respect to third persons.
- 15.4. The Chief Executive Officer shall be entitled to decide on any matters that do not belong to the competence of the General Meeting or the Board of Directors.
- 15.5. The employer's rights over the employees of the Company can be exercised by employees of the Company and persons having an other kind of legal relation with the Company in accordance with the rules set forth in the Organizational and Operational Rules and Regulations.
- 15.6. The Chief Executive Officer, acting in the interests of the Company, shall enter into agreements, represent the Company with respect to third persons, before courts and other authorities.
- 15.7. The Chief Executive Officer shall:
 - prepare the agenda of the General Meeting and the meeting of the Board of Directors, and shall present proposals and motions for decisions at such meetings,
 - implement the resolutions and decisions passed at the General Meeting and control the performance of the undertakings falling within the Company's scope of activities.

15.8 Except for the rights assigned to the General Meeting, the employer's rights over the Chief Executive Officer shall be exercised by the Board of Directors. The Chief Executive Officer may not vote on decisions regarding these matters and on resolutions affecting his person as a member of the Board of Directors.

15.9 The Board of Directors may delegate any of its powers related to the day-to-day management of the Company to the Chief Executive Officer under the terms and conditions set forth at the Board of Directors' discretion. The Board of Directors may withdraw or alter any or all of these powers from time to time. Such delegation shall not affect the responsibility of the Board of Directors.

(16) The Supervisory Board and the Audit Board

16.1 The Supervisory Board shall be comprised of at least five and not more than nine natural person members. The rules of conflict of interest in respect of the members of the Board of Directors shall be appropriately applicable to the members of the Supervisory Board (Section 14.8 of these Statutes) with the deviation that the existence of the conflict of interest affecting the member of the Supervisor Board shall be established by the Supervisory Board.

16.2 The members of the first Supervisory Board shall be appointed by the Founders in the Deed of Foundation for a term of 1 (one) year starting from the date of appointment. Subsequently, the General Meeting shall from time to time appoint the members of the Supervisory Board for a defined period of time that shall not exceed the term of three years. The General Meeting shall not appoint employees of the Company to the Supervisory Board except for the employees' representatives appointed in accordance with Subsection 3:124 (1) of the Civil Code. The members of the Supervisory Board shall elect a chairman from among themselves.

The majority of the members of the Supervisory Board must be independent. A member of the Supervisory Board shall be independent if the member has no other legal relationship with the Company than the membership of the Supervisory Board, or legal relationships which are part of the Company's ordinary activities and aims to fulfill the personal needs of the Board member.

A Member of the Supervisory Board is not independent, if he/she:

- a) is an employee or previous employee of the Company for five years following the termination of such legal relationship;
- b) carries out activities as an expert or in another mandate legal relationship for the Company or its executive officers and their benefit for consideration;
- c) is a shareholder in the Company who directly or indirectly possesses at least thirty percent of the votes or is a close relative [Subsection 8:1 (1) 1. of the Civil Code] or common law spouse of such a person;
- d) is a close relative or common-law spouse of one of the Company's – not independent – executive officers or executive employees;
- e) is entitled to financial benefits as a member of the Supervisory Board upon the successful operation of the Company, or if he is remunerated by the Company, or by a business affiliated with the Company, in addition to the fee received as a member of the Supervisory Committee;
- f) is in a legal relationship in a company with a non-independent member of the Board of Directors or the Supervisory Board, based on which the non-independent party has a controlling right;
- g) is the Company's auditor, or is the auditor company's employee or member, for three years following the termination of such legal relationship;
- h) is an executive officer or executive employee in a company, in which the independent members of board of directors or supervisory board are executive officers in the Company at the same time.

The names and data of the Supervisory Board members are contained in Annex (A) to these Statutes.

16.3 The duties of the Supervisory Board shall be:

- (a) to control the management of the Company;

- (b) to examine all substantial business strategy reports on the agenda of the General Meeting, as well as any proposals relating to issues falling within the exclusive competence of the General Meeting. If the Supervisory Board examined the General Meeting proposal submitted to the Board of Directors in advance, and the Board of Directors approved that with unchanged content, another examination by the Supervisory Board is not necessary. The General Meeting may pass resolutions on the consolidated annual report for the previous business year pursuant to the IFRS and the individual annual report for the previous business year, including also the appropriation of the after-tax profits, only if in possession of the written report of the Supervisory Board;
- (c) any other duties prescribed by the Civil Code.
- 16.4 If, in the course of carrying out its duties, the Supervisory Board becomes aware of any measures in contradiction with the laws or these Statutes or the resolutions of the General Meeting, or if in its opinion the business activities of the Company are contradictory to the interests of the Company or its shareholders, the Supervisory Board shall convene a General Meeting without delay and propose its agenda.
- 16.5 On the Supervisory Board, employees' representatives shall have the same rights and same obligations as all other members. If the unified opinion of the employees' representatives differs from the majority standpoint of the Supervisory Board, the minority standpoint of the employees shall be stated at the General Meeting.
- 16.6 The procedural rules (standing orders) governing the Supervisory Board shall be established by the Supervisory Board and approved by the General Meeting.
- 16.7 The Supervisory Board shall have a quorum if each of its members has been duly invited thereto and at least two-thirds, but at least four of the members are present. If there is a lack of quorum, the meeting shall be postponed. The reconvened meeting shall have a quorum if at least three members of the Supervisory Board - in the ratio defined in section 16.8 hereafter - are present. The Supervisory Board shall pass resolutions by simple majority of those present. In case of an equality of votes for and against, the Chairman shall have a decisive vote if the Chairman of the Supervisory Board is present. If the Chairman is absent and there is an equality of votes, the proposed resolution shall be considered rejected.
- 16.8 As long as the number of the Company's full time employees exceeds a yearly average of two-hundred, the employees shall participate in the control of the Company's activities through the Supervisory Board. In such case, one-third of the members of the Supervisory Board shall be comprised of employees' representatives. In the event of an uneven number, such one-third shall be calculated in such a manner which is more favorable to the employees.
- 16.9 If at the time of adopting the Company's annual report it is determined at the Annual General Meeting that the number of employees dropped below two hundred during the previous financial year, the right of employee representatives to participate in the Supervisory Board shall cease. (Subsection 3:125 (4) of the Civil Code)
- 16.10 Following a statement of opinion from the trade unions represented at the Company, the employees' delegates on the Supervisory Board shall be nominated by the works council from among the employees. Persons nominated by the works council shall be elected as members of the Supervisory Board by the General Meeting at its first meeting following such nomination, unless statutory grounds for disqualification exist in respect of the nominees. In this case, a new nomination shall be requested. Failure to delegate such person shall have no effect on the Supervisory Board's operation, provided that all other statutory requirements are satisfied. In that case the seats of employee representatives may

not be occupied, however, the supreme body is to elect at least three members for the supervisory board nonetheless. (Subsection 3:125 (2) of the Civil Code).

- 16.11 The employees' representative who is a member of the Supervisory Board shall inform the employees of the Company through the works council, of the Supervisory Board's activities, - but shall keep the business secrets of the Company.
- 16.12 Membership of an employees' representative on the Supervisory Board shall also terminate if his labor relationship is terminated. Employees' representatives may only be dismissed by the General Meeting upon the proposal of the works council. 16.13.
- 16.13 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 Chairman of the Audit Board is appointed by the Supervisory Board. The audit board members as a whole shall have competence relevant to the sector in which the Company is operating. At least one member of the Audit Board shall have a professional certificate in accounting or auditing. Annex (A) of the present Statutes contains the names and data of the members of the Audit Board.
- 16.14 The following matters belong in the scope of competences and tasks of the Audit Board:
- a) opinion on the consolidated annual report for the previous year pursuant to the IFRS;
 - b) opinion on the individual annual report for the previous business year;
 - c) monitoring the statutory audit of the consolidated and the individual annual report; taking into account any findings and conclusions by the authority in charge of the public oversight of auditors as provided for in Act LXXV of 2007 on the Chamber of Hungarian Auditors, the Activities of Auditors, and on the Public Oversight of Auditors (hereinafter referred to as "Auditors Act") made during the quality assurance review provided for in the Auditors Act;
 - d) recommendation regarding the person and remuneration of the auditor;
 - e) preparation of the agreement to be concluded with the auditor;
 - f) observing the enforcement of the professional, conflict of interest and independency requirements applicable to auditors – with special regard to compliance with the requirements in Article 5 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC, undertaking the duties in connection with the co-operation with the auditor, monitoring other services provided by the auditor – or if the auditor belongs to a network, members of such network - to the Company or the companies controlled by the Company besides the auditing of the consolidated and individual annual reports, and in case of need, recommendations to the Supervisory Board regarding the arrangements to be carried out;
 - g) monitoring of the operation of the financial accounting system and submitting recommendations regarding the necessary arrangements where deemed necessary;
 - h) assistance with the work of the Supervisory Board in the interest of the appropriate supervision of the financial accounting system as well as
 - i) monitoring the effectiveness of the company's internal control and risk management systems and submitting recommendations where deemed necessary.

(17) The Statutory Auditor

- 17.1 The Founders shall appoint an Auditor in the Deed of Foundation for a period of 1 (one) year. Subsequently, the General Meeting shall appoint the Auditor from time to time for a defined period of time that shall not exceed the term of five years to the effect that the term of the mandate shall be no less than the time period between the General Meeting that has elected the Auditor and the General Meeting approving the next annual report. If the Auditor is a legal person, the legal person must designate its member, executive officer or employee who shall be personally responsible for the completion of the audit. In the event of such person's prolonged absence, the assistant auditor may be designated to substitute the Auditor who is personally responsible. The name and data of the Auditor is contained in Annex (A) to these Statutes.

- 17.2 A person who is registered in the public registry of auditors pursuant to the applicable legislation may be elected as the Company's Auditor. The Auditor shall not be a shareholder or founder of the Company, nor member of the Board of Directors or Supervisory Board, nor a relative of any such member. An employee of the Company shall not be Statutory Auditor during his mandate or for three years following the termination of his mandate as Auditor.
- 17.3 It is the duty of the Auditor to complete the audit as set forth in the Accounting Act, and primarily to determine, whether the consolidated annual report of the company complies with the International Financial Reporting Standards, whether the individual annual report of the Company complies with the Accounting Act and whether they present a reliable and realistic picture of the Company's financial situation, assets and the results of its operation. The Auditor may not provide services to the Company that could jeopardize the objective and independent completion of above-mentioned public interest tasks. Separate legislation defines the scope of activities that may be pursued by the Company's Auditor, as well as the conditions and limits of services provided. The Auditor may examine the Company's books, documents and accounting records to ensure the completion of the Auditor's tasks, and it may also request information from executive officers, members of the Supervisory Board and the Company's employees. The Auditor may examine the Company's bank accounts, customer accounts, treasury, security and goods inventory, accounting books and agreements.
- 17.4 The Supervisory Board may initiate the Auditor's hearing at a meeting of the Supervisory Board, and at the request of the Supervisory Board, the Auditor is obliged to participate at the meeting of the Supervisory Board. The Supervisory Board shall include an issue on its agenda if that has been recommended by the Auditor. The Auditor may participate with a right of consultation at the meeting of the Supervisory Board. The Auditor may not establish a professional relationship with the management of the Company that may jeopardize the independent and objective completion of the Auditor's tasks. The Auditor shall be invited to the meeting of the Company's highest decision-making body where the annual reports of the Company is discussed. The Auditor shall participate in the meeting, however if the Auditor is absent, the meeting may be held nonetheless. (Section 3:131 of the Civil Code)
- (18) Business Year**
- 18.1 The business year shall be the calendar year. The first business year shall commence on the date of the foundation of the Company and shall end on 31 December of the same year.
- 18.2 Subsequent to the closing of the business year, a consolidated and an individual report shall be prepared with regard to the previous business year.
- (19) The Books of the Company and Financial Statements**
- 19.1 The Company shall keep its books in the Hungarian language. The books and other records of the Company shall be kept at the seat of the Company, and shall be available at any time for inspection for the members of the Board of Directors, the Supervisory Board, and the Auditor.
- 19.2 The members of the Board of Directors shall bear joint and several liability for the preparation of the consolidated and the individual annual report submitted to the General Meeting in accordance with all applicable laws.
- 19.3 The Company's after-tax profit shall be allocated according to the following principles:
- the General Meeting shall determine the proportion of the Company's after-tax profit to be allocated for profit reserves and for dividend distribution. The General Meeting shall also determine the amount to be withdrawn from the profit reserves for the purpose of dividend distribution, and the actual amount to be distributed as dividends;

- a shareholder shall be entitled to that part of the Company's after-tax profit determined by the General Meeting as a dividend in proportion to his shareholding in the Company. Any dividend that is payable on the company's own shares shall be divided to shareholders entitled to dividends, payable in proportion of the nominal value of their shares;
- the payment of dividends shall commence at least ten (10) business days after the date of the first publication of the announcement containing also the amount of the dividends and based on the resolutions passed by the General Meeting or the Board of Directors on the amount of the dividends and the commencement date of the payment of dividends.

19.4 At the end of each financial year, a consolidated and an individual annual report shall be prepared regarding the Company's assets. The approval of such report shall fall within the exclusive competence of the General Meeting of the Company. The Company's individual interim balance sheet relating to the acquisition of the Company's shares by the Company, the payment of interim dividends and the increase of the registered capital from the Company's assets in excess of its registered capital, may also be approved by the Board of Directors with the prior consent of the Supervisory Board.

19.5 During the period between the approval of two consecutive individual financial reports, the General Meeting of the Company may resolve to pay interim dividends, if according to the Company's individual interim balance sheet according to the Accounting Act, the company has funds sufficient to cover such interim dividends; the amount distributed does not exceed the amount of available profit reserves shown in the interim balance sheet supplemented with the after tax profits; and the payment of such interim dividends does not result in the Company's adjusted equity capital to drop below its share capital (Section 3:263 of the Civil Code). Upon the payment of an interim dividend, the content of the interim balance sheet can be taken into consideration within six months after the balance sheet date of the interim balance sheet. Within six months after the balance sheet date of the Company's individual annual report, interim dividend may be distributed based on the annual report. Instead of the General Meeting, the Board of Directors shall also be entitled to approve the payment of interim dividends with the prior approval of the Supervisory Board. The rules relating to the payment of dividends shall appropriately apply - with the differences set forth in the Civil Code and in the Statutes - for the payment of interim dividends.

(20) Increase in the Registered Capital of the Company, issuing bonds

20.1 Registered capital may be increased:

- a) by the issuance of new shares,
- b) to the debit of assets in excess of share capital,
- c) by the issuance of employees' shares,
- d) by the issuance of convertible bonds, as conditional increase of the share capital.

The Company may increase its registered capital by issuing new shares if the nominal or issue value of all shares issued have been paid and any in-kind contributions have been rendered at the disposal of the Company.

If the Company has issued shares belonging to different types or classes, the General Meeting's resolution on the increase of registered capital shall only be valid if the directly affected shareholders of the differing types and classes of shares have also granted their consent for the increase of the registered capital separately for each series, prior to or simultaneously with the resolution on the increase of the registered capital, with a simple majority of the votes present at the General Meeting. In the course thereof, the provisions on any restriction or exclusion of voting rights attached to such shares may not be applied, save where voting rights relating to shares held by the Company are excluded.

20.2 If the registered capital is increased by contributions in cash, the shareholders of the Company, and within this category primarily those shareholders who own shares belonging in the same series of shares as the shares issued, then the owners of convertible bonds and in the same line the owners of bonds with subscription rights - in this order - shall be entitled to a preferential subscription. If the registered capital is increased through a private issuance, the subscription preference right shall be deemed to be a preferential right to receive the shares.

Within 2 (two) days following a resolution on the increase of registered capital by contribution in cash, the Company's Board of Directors shall initiate the publication of an announcement on the Company's homepage to notify the shareholders regarding the possibility to exercise the preferential subscription rights in connection with the registration/receipt of shares, the nominal value and the issue value of the shares to be subscribed, and the starting and closing day of the period of the exercise of such rights, and the way of exercising such preferential rights. The starting date may not be earlier than the day following the publication of such announcement. The Company, in case of a request of a shareholder communicated via e-mail, shall also provide information relating to the conditions of the exercise of the preferential subscription rights via e-mail. In case certain shareholders intend to subscribe for more shares than the number of shares they could actually subscribe for pursuant to their preferential subscription rights, they shall be entitled to subscribe for such further shares in the proportion of the nominal value of their previously owned shares, provided that in case of a fraction - independently of the value of such fraction - the number of the shares any given shareholder may subscribe for, shall be rounded down.

The General Meeting - on the basis of the Board of Directors' written proposal - may exclude the exercise of the preferential subscription rights. In such a case, the Board of Directors shall present, in this proposition, the reasons for the exclusion of the exercise of the preferential subscription rights and the planned issue value of the shares. In its reasoning, the Board of Directors shall present the advantages to the Company arising from the exclusion of the exercise of the preferential subscription rights. The rules relating to the consideration of the proposal are the same as the general rules relating to the consideration of proposals presented to the General Meeting. The General Meeting shall vote regarding the exclusion proposal simultaneously with the vote regarding the proposal relating to the increase of the registered capital. The Board of Directors shall submit to the Court of Registration the resolution of the General Meeting, and shall simultaneously arrange for the publication of an announcement regarding the contents of the resolution in the Company Gazette.

If the increase of the registered capital is carried out through a private issuance of new shares for in-kind contribution, the persons entitled to receive such shares shall be indicated in the resolution deciding on the increase of the registered capital. The category and the class, the number, the series, the nominal and issue value of the shares to be received by such persons shall also be indicated in such resolution.

If the increase of the share capital is carried out through a private issuance of new shares for cash contribution, the persons entitled - to the extent the persons entitled to exercise preferential rights to receive shares have not exercised such rights, or the General Meeting has excluded the exercise of such rights - to receive such shares shall be indicated in the resolution. The category and the class, the number, the series, the nominal and issue value of the shares to be received by such persons shall also be indicated in such resolution. (On the basis of Subsection 3:296 (2) of the Civil Code) Upon the public issuance of shares, the resolution of the General Meeting regarding the increase in registered capital shall not specify the group and person of future shareholders taking part in the increase in registered capital. Persons wishing to acquire the new shares shall undertake to pay the consideration due for the shares and become entitled to receive the shares pursuant to the registration proceedings as set forth in the legislation applicable to securities.

The Company may increase its registered capital by its assets in excess of registered capital, or a part thereof, if, according to the balance sheet of the individual annual report prepared for the previous financial year or to the interim balance sheet of the year, the Company has sufficient funds in excess of the share capital, which can be used for increasing the share capital, and if the Company's resulting

registered capital does not exceed its equity capital shown in the Company's individual balance sheet minus the tied-up reserve and the revaluation reserve. (Section 3:300 of the Civil Code).

- 20.3 The Board of Directors is, for a period of five (5) years from April 28, 2010 entitled to increase the Company's registered capital by a maximum of twenty-five percent (25%) per year. The largest amount by which the Board of Directors may increase the Company's registered capital within five years shall be HUF 38,239,604,000 that is, thirty-eight billion two hundred and thirty-nine million and six hundred and four thousand Hungarian Forints, thus the amount of the approved registered capital shall be HUF 56,877,090,000 that is, fifty-six billion eight hundred and seventy-seven million and ninety thousand Hungarian Forints.

If the Company has issued shares belonging to different types or classes, the General Meeting's resolution on the temporary transfer of the competence relating to the increase of the registered capital shall be valid only if the shareholders of the differing types and classes directly affected by the increase in the registered capital have also granted their consent for the temporary transfer of such competence separately, prior to or simultaneously with the resolution on the increase of the registered capital, with a simple majority of the votes present at the General Meeting. In the course thereof, the provisions on any restriction or exclusion of voting rights attached to such shares may not be applied, save where voting rights relating to shares held by the Company are excluded.

If an increase of the Company's registered capital is declared and successfully implemented by the Board of Directors, the Board of Directors shall be obliged to amend these Statutes.

(21) Foundation Expenses

The Founders agree that any costs and stamp duties in connection with the foundation of the Company shall be borne by the Company.

(22) Termination of the Company

- 22.1 The Company shall be terminated if:

- (a) the General Meeting resolves its termination without legal successor;
- (b) the General Meeting resolves its termination with legal succession (transformation, merger, demerger);
- (c) the court of registration terminates it based on the causes set forth in the Act on Company Registration and Winding-up Proceedings);
- (d) the legislation so provides;

- 22.2 If the Company is terminated without legal successor, the assets of the Company remaining after the claims against the Company have been satisfied, shall be distributed among the shareholders on the basis of the their payments and contributions in kind actually provided, in proportion to the face value of their shares.

(23) Applicable Law, and the Procedure for Settling Legal Disputes

- 23.1 Matters not provided in these Statutes are governed by the provisions of the Civil Code, the Capital Market Act and Act XXIV of 1988 on Foreign Investments in Hungary (as amended).

- 23.2 The Permanent Court of Arbitration attached to the Hungarian Chamber of Commerce and Industry shall have exclusive jurisdiction and competence to decide any a) all legal disputes based on a company law relationship between the Company and its shareholders, including excluded shareholders or shareholders who have otherwise parted ways with the Company; b) legal disputes in connection with the Statutes or the operation of the Company between shareholders in their legal relationships; c) any dispute between the Company and its executive officers or Supervisory Board members, arising out of their office or membership in the Supervisory Board, and d) the review of resolutions adopted by

the General Meeting. The Court of Arbitration shall apply its rules of procedure and appoint a panel comprised of three arbitrators. The members of the panel or its chairman may be foreign individuals. (Subsections 3:92 (1) and (2) of the Civil Code)

- 23.3 The venue of the Court of Arbitration shall be Budapest.
- 23.4 The language of the proceedings of the Court of Arbitration shall be Hungarian.
- 23.5 Throughout the proceedings before the Court of Arbitration, the parties are mutually obliged, at the request of any one of the adverse parties to give the Court of Arbitration and the adverse party copies of the legal documents in both English and Hungarian.
- 23.6 In case of legal dispute, applicable law shall be Hungarian law.

(24) Announcements, Advertisements

- 24.1 Announcements and advertisements of the Company shall be published on its homepage. Furthermore, if required by law, announcements shall be published in the Cégközlöny (the official gazette of the Hungarian Courts of Registration). In addition thereto, as long as the shares of the Company are traded on the Budapest Stock Exchange (BSE), those announcements required by the BSE shall be published in a manner as set forth by the BSE.

(25) Miscellaneous

- 25.1 Addresses and notice: The address for receiving notice for every shareholder or shareholder's representative shall be the address listed in the Share Register. The Company bears no responsibility if a shareholder or a shareholder's representative does not communicate a change of address to the Company in a timely manner. In the context of these Statutes, any announcements or notices shall be made in writing and in Hungarian, and in English for those foreign shareholders or shareholder's representatives listed in the Share Register. In the absence of differing provisions in the present Statutes, notice shall be conclusively presumed by the parties to have been made if such notice is delivered personally, sent by courier, registered mail, facsimile, or telegram, and simultaneously, a notice is sent via registered mail with a copy of the registration receipt enclosed. In every case, the sender shall bear the cost of delivery. Where a legal statement made in writing has been sent by way of post, it shall be considered received - if sent to a resident recipient - at the point in time indicated on the notice of receipt, and in the case of registered mail on the fifth working day following dispatch, in the absence of proof to the contrary.
- 25.2 Headings: The headings contained in this Statute are solely for the purpose of convenience. They are not to be considered as part of these Statutes, and do not control, expand, nor limit the scope or meaning of any term contained in these Statutes.
- 25.3 In cases where these Statutes mention a certain ratio (percentage) of shareholders, the portion of the shares represented by the shareholder(s) shall be understood.

Date: Budapest, ~~25 April, 2024~~

törölt: 19 December, 2023

I hereby countersign on the basis of Section 51(3) of Act V of 2006 on Public Company Information, Company Registration and Winding-up Proceedings the Statutes of Chemical Works of Gedeon Richter Plc. which were prepared by me and are consolidated with the amendment of Sections ~~1-1~~; provided for by resolutions no. ~~1-1~~ 2024 passed by the General Meeting on ~~25 April, 2024~~

törölt: 2

törölt: 116

törölt: 3

törölt: Board of Directors

törölt: 19 December, 2023

törölt: 20

törölt: December 2023

Countersigned on ~~1-1~~ May, 2024 in Budapest

dr. Szecskay András, attorney-at-law
KASZ number: 36069294

Agenda item No.15.

Report of the Board of Directors on the treasury shares acquired by the Company based upon the authorization in resolution of the General Meeting No.14/2023.04.25.

**Report on the treasury shares purchased by the Company
in the framework of the of the share buyback programme commenced on 6 April 2023
based on the decision of the Board of Directors, and
on the basis of the authorization granted by Resolution No. 14/2023.04.25. of the AGM**

Share buyback programme

On 4 April 2023, the Board of Directors, having considered shareholders' expectations, decided on a 12-month share buyback programme of up to a cumulated maximum amount of HUF 40 billion as part of shareholder remuneration, in accordance with improving financial results and cash generation of the Company.

The Company commenced the implementation of the programme on 6 April 2023 with the involvement of UniCredit Bank Hungary Zrt. and Raiffeisen Bank Zrt. as investment companies.

The execution of the share buyback programme was conditional on a repeated authorization by the 2023 Annual General Meeting to the Board of Directors for the purchase of treasury shares for the entire 12-month period of the programme.

Authorization granted by Resolution No. 14/2023.04.25. of the AGM

The Annual General Meeting held on 25 April 2023 authorized the Company to purchase its own common shares (treasury shares) with an aggregated nominal value not exceeding 10% of the registered capital.

Furthermore, the AGM authorized the use of the purchased treasury shares for 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 systems.

It has been and is the Company's intention to allocate treasury shares to its executives and employees in the context of its incentive policy.

The Company has been operating two share incentive programmes in 2023 described in detail below. Besides these programmes, further 5,270 shares were transferred during the year to employees showing outstanding performance in promoting the Company's successful operation.

Employee Participation Program (EPP)

The aim of the establishment of the Richter EPP in 2018 is to strengthen the performance and loyalty of officers and key employees of the Company through sharing the success of the Company. In 2023, the Company transferred 10,654 treasury shares to the EPP Organisation under the EPP Organisation's Remuneration Policy V (expansion), followed by 216,940 treasury shares under Remuneration Policy VI.

Programme Related to Employee Share Bonuses

In accordance with its employee share scheme regulated by Section 77/C of the Act on Personal Income Tax, in 2023 the Company allocated 256,596 treasury shares to 4,881 employees. The shares will be deposited until 1 January 2026 in the employees' securities accounts kept with UniCredit Bank Hungary Ltd.

Summary:

Until 31 December 2023, a total amount of 3,339,591 shares were purchased by the Company on the Budapest Stock Exchange in the framework of the share buyback programme commenced on 6 April 2023 based on the decision of the Board of Directors, in exchange for HUF 29,147,711,4911, with the involvement of UniCredit Bank Hungary Zrt. and Raiffeisen Bank Zrt., at an average price of HUF 8,719/share (weighted average price without commission).

In the year 2023, the Company purchased in total 3,658,604 shares (3,414,224 pcs on the stock exchange and 244,380 pcs outside the stock exchange).

total par value of treasury shares acquired	proportion of treasury shares acquired in relation to the company's share capital	consideration paid for treasury shares acquired
HUF 365,860,400	1.963 %	HUF 31,660,238,676

The number of treasury shares (including the parent company's treasury shares and the Richter shares of the subsidiaries) and shares transferred to the EPP was 3,601,971 as of 31 December 2023.

Budapest, 8 March 2024

Gábor Orbán
Chief Executive Officer

¹ including bank commission

Agenda item No.16.

Authorization to the Board of Directors
for the purchase of own shares of the Company

Proposal to Item No.16
on the Agenda of the AGM

Resolution of the Board of Directors No. 41/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to adopt a resolution that the Company can 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 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 incentive systems for employees and executive employees.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Agenda item No.17.

Election of members of the Board of Directors

Proposal to Item No.:17
on the Agenda of the AGM

Resolution of the Board of Directors No. 43/2024.

The Board of Directors proposes to the Annual General Meeting of 2024 to approve 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.

The Board of Directors passed the resolution unanimously, with no dissenting votes and the abstention of dr. Nándor Pál Ács.

Resolution of the Board of Directors No. 44/2024.

The Board of Directors proposes to the Annual General Meeting of 2024 to approve 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.

The Board of Directors passed the resolution unanimously, with no dissenting votes and the abstention of dr. Anett Pandurics.

Resolution of the Board of Directors No. 45/2024.

The Board of Directors proposes to the Annual General Meeting of 2024 to approve 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.

The Board of Directors passed the resolution unanimously, with no dissenting votes and the abstention of Bálint Szécsényi.

CURRICULUM VITAE

PERSONAL INFORMATION

Name: Nándor Pál Ács, M.D., Ph. D.

EDUCATION

1986 - 1992 Semmelweis University Medical School
Budapest, Hungary
1992 M.D. degree, No.: 58 / 1992.

POSTGRADUATE EDUCATION

1996 Board examination in Obstetrics and Gynecology
2001 Ph. D. degree No.: 423 / 2001. Theses: " The effects of hormone replacement therapy on cardiovascular regulation "
2002 MBA – health economics
2003 Board examination in General Surgery
2005 Board examination in Clinical Pharmacology

PROFESSIONAL APPOINTMENTS

1992 - 2003 Assistant Prof. in Obstetrics and Gynecology at the
Department of Obstetrics and Gynecology,
Semmelweis University Medical School, Budapest, Hungary
2003- Associate Professor at the same department
2007- Deputy head at the same department
2013- Full Professor, Head of Department
2015- Vice President of the Clinical Centre, Semmelweis University
2019- Vice Dean of the Medical School, Semmelweis University

PUBLICATIONS

Total 477
Chapters in books 18
Books 3
Impact factor 322,526
Citations 2489
Hirsch index: 25

<https://vm.mtmt.hu/search/slist.php?lang=0&AuthorID=10013998>

MEMBERSHIPS IN SCIENTIFIC ORGANIZATIONS

European Association of Gynecology and Obstetrics
European Menopause and Andropause Society
International Menopause Society
Hungarian Society of Gynecologists, President
Hungarian Health Professional College, Division of Obstetrics and Gynaecology
Hungarian Academy of Sciences, Committee of Operative Clinical Sciences
Hungarian Menopause Society
Hungarian Society of Gynecologic Endocrinology
Hungarian Society of Surgery
Hungarian Society of Gynecologic Oncology
Hungarian Society of Gynecologic Endoscopy
Hungarian Society of Cervical Pathology and Colposcopy
Hungarian Society of Perinatology
Hungarian Society of Osteoporosis and Osteoarthritis
Hungarian Society of Senology

CLINICAL STUDIES

More than 15 clinical studies (Phase II, III, IV) performed as PI (contraception, endometriosis, menopausal complaints, gynaecological infections, gynaecologic oncology, etc.)

LANGUAGES

Hungarian, English, Italian, German

CURRICULUM VITAE

DR. PANDURICS, ANETT (PHD)

PROFESSIONAL EXPERIENCE

2005 APRIL – 2023 APRIL

CEO AND CHAIRWOMAN OF THE BOARD - POST INSURANCE

2001 – 2005

DIRECTOR OF STRATEGY- HUNGARIAN POST

1998 – 2001

CONSULTANT- IFUA HORVÁTH & PARTNERS LTD.

NON-EXECUTIVE POSITIONS

FROM 2023 AUGUST TO DATE

MEMBER OF THE SUPERVISORY BOARD - MVM GROUP

FROM 2019 JUNE TO DATE

MEMBER OF THE SUPERVISORY BOARD AND AUDIT COMMITTEE - MOL GROUP

from 2022 **VICE PRESIDENT OF THE SB AND PRESIDENT OF THE AC**

FROM 2018 APRIL TO DATE

MEMBER OF THE BOARD, RICHTER GEDEON PUBLIC LIMITED COMPANY

Member and president (from 2022) of the Remuneration Subcommittee, as well.

2008-2011

CHAIR OF THE SUPERVISORY BOARD, POST PENSION FUND ADMINISTRATION LTD.

FROM 2002 MARCH TO 2005 MARCH

MEMBER OF THE BOARD, POST INSURANCE

2002

CHAIRWOMAN OF THE BOARD, LOGÉRT CO.

EDUCATION

OCTOBER 2018

DOCTOR OF PHILOSOPHY (PHD), CORVINUS UNIVERSITY OF BUDAPEST

Completing the PhD-program of the Doctoral School of Business and Management (EQF Level: 8) with Cum Laude dissertation and Summa Cum Laude Comprehensive examination. List of publications is available in the official database of Hungarian Academy of Sciences (MTMT: 10059842).

1992-1998

MBA, BUDAPEST UNIVERSITY OF ECONOMIC SCIENCES (current Corvinus University of Budapest)

Completing MSc and MBA-degrees at the Faculty of Business Administration in the special fields of Organization and Management.

Recognitions

- 1994 Academic Competition of Statistics and Business Economics: 1st place (both)
- 1998 Outstanding student prize at the Rajk László College for Advanced Studies
- 1998 Heller Farkas Prize of Rajk László College for Advanced Studies (awarded for academic excellence)
- 1998 Pro Universitas Prize for outstanding social contribution to the university
- 1999 Pro Scientia Medal for outstanding academic achievement as university student (among others winning four 1st prizes, one 3rd prize and one national 1st prize in Scientific Student Conferences).

1997/1998

CEMS-SCHOLARSHIP, UNIVERSITÄT ZU KÖLN

1989/90

AFS-SCHOLARSHIP, LAMAR HIGH SCHOOL, USA, TEXAS.

1987-1992

HIGH SCHOOL - TÁNCICS MIHÁLY GIMNÁZIUM, KAPOSVÁR

2010-2022

Completing **TALANX ACADEMY AND NEW WAVE LEADERSHIP JOURNEY** in the following topics: change management, strategy, leadership, performance culture, learning organization, risk management, leadership in the digital age, leadership challenges during/after COVID, agile methods.

2023

AGILE DEVELOPMENT AND SCRUM FUNDAMENTALS BY IBM (EDX)

NOVEMBER 2023

HIGHER EDUCATION TEACHING CERTIFICATE, HARVARD UNIVERSITY

LANGUAGE KNOWLEDGE

HUNGARIAN	native
ENGLISH	full professional proficiency
GERMAN	professional working proficiency

OTHER LEADERSHIP AND VOLUNTEER ACTIVITIES

PRESIDENT of the ASSOCIATION OF HUNGARIAN INSURANCE COMPANIES (MABISZ)

From 2013 to 2022 serving as elected president. Board Member (elected in 2009 and from 2022 to 2023) and Vice president of the Board (elected from 2010 to 2013).

MEMBER OF THE EDITORIAL BOARD of several journals

Serving on the editorial board of Financial and Economic Review (since 2015, also regular reviewer in insurance-related topics) and of Economics and Finance (since 2015). Founding President of the Editorial Board of Insurance and Risk (since 2014 and also regular reviewer).

PRESIDENT OF THE SUPERVISORY BOARD of BOLYAI MŰHELY FOUNDATION (from 2011 to 2019)

MENTOR at the MENTORING PROGRAM OF INTERNATIONAL TRAINING CENTER FOR BANKERS

LECTURER at conferences/seminars/universities in the following topics (120+ in the last 25 years in Hungarian/English): strategic management, insurance sector-related topics (strategy, sustainability, business models, etc.), supply chain management, logistics, public organization management, organizational behavior, behavioral economics, process management, HR-strategy.

OTHER ACTIVITIES

LECTURER on the BECONOMIST innovative educational platform on Fundamentals of insurance (2021).

TEACHING Strategic management MBA-COURSE from 2008-2018, ST. STEPHEN UNIVERSITY, Gödöllő.

SUPERVISING MBA-students on their theses (2001-2007), ST. STEPHEN UNIVERSITY, Gödöllő.

TEACHING Finance for Managers in the Health Care Sector for 3 years in the HOPE program (1999-2001).

PUBLISHERS'S READER of the book of Kaplan, Robert S.- Cooper, Robin: Cost & Effect, Panem, 2000.

TRANSLATOR of the book of Kaplan, Robert S.- Norton, David P.: The Balanced Scorecard, KJK, 1998.

PERSONAL INTERESTS: reading, tennis, skiing.

FAMILY: married with two children: a boy (2019) and a girl (2022).

Name: Bálint Szécsényi

Equilor Investment Ltd., Chief Executive Officer, member of the Board of Directors

Central-Eastern European Private Equity and Venture Capital Management Ltd- Chief Executive Officer

Birth: Budapest, 24th August 1974

Education: **1993-1998:** Budapesti University of Economics - Faculty of Finance

Professional experience:

2018 – Gedeon Richter Plc. – Member of the Board

2012 - Equilor Asset Management Ltd – Chairman of the Supervisory Board

2010- Equilor Investment Ltd, Chief Executive Officer

2011-2015 Budapesti Stock Exchange, vice-chairman, Member of the Board

2005-2009 Equilor Investment Ltd, Managing Director

2002-2004 Equilor Investment Ltd., Corporate Finance Director

2000-2002 Equilor Investment Ltd., Corporate Finance Partner

1999-2000 Procent Investment Ltd., FX trader

1998-1999 Bankár Investment Ltd., futures trader

Other positions:

GTC SA (Poland) – Member of the Supervisory Board

Budapest University of Economics – Trustee Member of the Foundation

Budapesti Corvinus University – Foundation of the Faculty of Corporate

Finance – Member of the Board

Spoken languages:

English, Italian, German

Agenda item No.18.

Election of members of the Supervisory Board

Proposal to Item No.:18
on the Agenda of the AGM

Resolution of the Board of Directors No. 46/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to approve the **re-election** of **dr. Bedros Jonathán Róbert** as Member of the Supervisory Board for a period of 3 (three) years expiring on the AGM in 2027.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Resolution of the Board of Directors No. 47/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to approve 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.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Resolution of the Board of Directors No. 48/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to approve 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.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Resolution of the Board of Directors No. 49/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to approve 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.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Resolution of the Board of Directors No. 50/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to approve 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.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

CURRICULUM VITAE

NAME:

Robert Jonathan Bedros Dr. PhD.

DATE OF BIRTH

1961

POSITIONS

general director and head physician /Szent Imre Egyetemi Oktatókórház since 2011/
head of department /PTE Department of Obesity, Budapest since 2022/
leader of department group /SE Obesity Department Group since 2022 /
director /SZIOK National Obesity Center since 2014 /
chairman /board of Dél-budai Centrum Zrt. between 2018-2024/
head /Szakmai Kollégium Internal medicine, Diab. Endocr. Metabolic diseases /

QUALIFICATIONS

maturity exam /Apáczai Csere János Gyakorló Gimnázium/
general medical practitioner /SOTE, ÁOK 1987/
rheumatologist and physiotherapist /1992/
health economist /1998/
internist /1998/
occupational health specialist /2004/
obesitologist /2014/
lipidologist /2014/
hypertoniologist /2014/

ACADEMIC QUALIFICATIONS

doctor of military and technical sciences – 2005 (ZMNE)
Subject of dissertation: Fundamental issues of protection against bioterrorist attacks against high priority health care institutions /academic distinction: summa cum laude/

OTHER

honorary associate lecturer – 2013 (PTE)
honorary associate professor – 2011 (PTE)

LANGUAGE SKILLS

English – intermediate level state exam with professional specialization
Russian – intermediate level state exam with professional specialization
French – elementary level skills

WORKPLACES

Országos Kardiológiai Intézet (National Cardiology Institute) /assistant nurse/
Fővárosi Péterffy Sándor utcai Kórház és Rendelő (Péterffy Sándor Utcai Hospital-Clinic and Trauma Centre) /physician/
Országos Reumatológiai és Fizioterápiás Intézet (National Institute of Rheumatology and Physiotherapy) /physician, specialist/
BM Központi Kórház és Intézményei (Central Hospital and Institutions of the Ministry of Interior) /medical director, general director 1999-2006/
Pest Megyei Flór Ferenc Kórház (Pest County Flór Ferenc Hospital) /general director 2006-2011/
Szent Imre Egyetemi Oktatókórház (Szent Imre University Teaching Hospital) /general director since 2011 /
SZIOK Országos Obezitológiai Centrum /(National Obesity Center) founder, director since 2014 /
PTE Obezitológiai Tanszék, Budapest (Department of Obesity University of Pécs Medical School) /head of department since 2022 /
SE Obezitológiai Tanszéki Csoport (SE Obesity Department Group) /leader of department group since 2022 /
Miniszterelnöki Kabinet (Cabinet Office of the Prime Minister) /prime minister commissioner between 2017-2023 /
Dél-budai Centrum Zrt. (South Buda Centrum Zrt.) / chairman of board between 2018-2024/
Belügyminisztérium (Ministry of Interior) /deputy national hospital commander 2021/
Nemzeti Egészségügyi és Orvosképzésért Alapítvány (Foundation for National Health Care and Medical Education) /board member/

PUBLIC AND OTHER ACTIVITIES

Magyar Obezitológiai és Mozgásterápiás Társaság (Hungarian Society for Obesity and Physical Therapy) /founder and president 2007- /
Cardiometabolica Hungarica scientific journal / Co-founder and head of editorial board 2007/
Richter Gedeon Supervisory Board /member 2012- /
LAM journal advisory body /member 2013- /
GYEMSI TÁMOP 6.2.5. (Social Renewal Operational Program) /specialized consultant between 2014-2015 /
Nemzetközi Kábítószer és Terrorellenes Tisztek Szövetsége (International Narcotic and Antiterrorist Enforcement Officers Association) /chairman until 2015 /
TEK Terrorellhárítási Központ (Counter Terrorism Centre) /bioterror expert since 2015 /

Founder of the „Egészséges Életért (For healthy living)” award by MOMOT /2009/

Founder of „Köszönet a Hősöknek (Gratitude to our heroes)” – St. Corona Award.
[/www.koszonetahosoknek.hu/](http://www.koszonetahosoknek.hu/)

MEMBERSHIP

Hungarian Academy of Sciences Board
Hungarian Society for Obesity and Physical Therapy /founder-president/
Széll Kálmán Foundation /-2020/
The Federation of Management and Scientific Associations
Association of Hungarian Medical Societies
Hungarian Society of Hypertension
Hungarian Academy of Sciences Club

SCIENTIFIC PUBLICATIONS

Editor of the first Hungarian university textbook on obesitology /2017/
books published in Hungary: 2
book chapters: 12
peer-reviewed foreign journal articles: 7
peer-reviewed Hungarian journal articles, Hungarian journal articles, peer-reviewed foreign language lecture in international conference publications, peer-reviewed lecture in Hungarian conference publications, electronic academic publications: 177

OTHER OBESITOLOGY ACTIVITIES

establishing medical guidelines for the treatment of obesity /2008/
medical and corporate guidelines for the treatment of obesity /2012/
establishing the framework of national obesitologist education /2012/
founding the „Egészséges Életért (For healthy living)” award by MOMOT /2012/
founding the National Obesitologist Forum /2013/
establishing the National Obesitology Network /2014/
establishing the National Obesitology Center /2014/
organizing the first European Anti-Obesity Day series of events in Hungary /2015/
editing the first Hungarian university textbook on obesitology /2017/
introducing the subject of obesitology into the Hungarian university curriculum SE /2017/
founding the Department of Obesitology (unique in Europe) SZIOK-PTE /2022/
medical guidelines for the diagnosis and treatment of obesity in adults /co-ed.. 2023/

ACKNOWLEDGEMENTS, AWARDS

1998 *Minister counsellor title for the outstanding work in health care*
1999 Decorative sword award granted by the minister for the development of interior health care
1999 Honorary medal for participating in flood rescue awarded by the Municipality of Kémence
2000 Medal for the service of science by the Ministry of Interior for supporting scientific work
2000 Honorary medal by the Special Service for National Security for outstanding professional activities
2001 Honorary medal by the Ministry of Interior for the modernization of law enforcement and public administration
2001 Decorative dagger award by the National Directorate General for Disaster Management for outstanding professional cooperation
2001 Decorative dagger award by the Border Guard for outstanding professional cooperation
2002 *Golden Class of the Decoration for Public Service*
2002 *St. Laslo Decoration*
1999-2004 Ministerial recognition on 7 occasions for outstanding work
2004 Decorative dagger award by the Border Guard for successful work
2004 Commemorative Plaque by the Information Office for high level professional cooperation
2005 Honorary medal by the National Security Agency for outstanding cooperation
recognitions by the Red Cross, Budapest Police Headquarters, National Police Headquarters, Border Guard, Information Office, Disaster Management
2010 *Hungarian Order of Merit Knight's Cross*

- 2014 *Ministerial golden ring for the outstanding professional activities in assistance of the Ministry of Interior*
- 2014 *Markusovszky Lajos Award for the academic publication in the Medical Weekly*
- 2014 *Pro Medicina Újbuda Award*
- 2014 Commemorative Plaque by *56-os Szövetség* for outstanding professional activities
- 2014 Commemorative Plaque by *Szabadságharcosok Közalapítvány* for outstanding professional activities
- 2015 *Hungarian Order of Merit Officer's Cross*
- 2015 Honorary medal for the outstanding activities in assistance of the press
- 2020 *Metabolism Award* for the professional work in obesitology science

Length of service in medical care: 35 yrs

Length of service in leadership in medical care: 24 yrs

Budapest, 2024

Dr. Livia Pavlik, Chancellor

Academic degree:

2002 Ph.D. “The economic effects and the accounting of deferred taxes in annual accounts”
Corvinus University of Budapest – Doctoral School of Management and Business
Administration

Education:

- Hungarian Chamber of Auditors – chartered accountant and tax advisor, 2003
- Corvinus University of Budapest – chartered economist, 1993 – (chartered accountant)
- Jókai Mór Secondary School of Economics, Pápa – qualified accountant, corporate planner and statistician

Professional background:

2020.10 –	Chancellor of Semmelweis University
2018.10 – 2022. 05.	Ministry for Innovation and Technology, ministerial commissioner
2014.11 – 2020.09	Corvinus University of Budapest – chancellor
2014.04 – 2014.11	Corvinus University of Budapest – acting director-general of economic affairs
2014.01 – 2014.04	Corvinus University of Budapest – deputy acting director-general of economic affairs
2013.01 – 2014.01	Közgáz Campus – director
2009 – 2012	Corvinus University of Budapest, Közgáz Campus, member of the Economic Committee Unikontó Ltd., auditor Audited companies: Synergion Public Limited Company and the members of Synergion corporate group
2009 – 2015	Signatory auditor: Synergion InfoCom Ltd. and Synergion InfoRend Ltd. (2013 business year)
2009 – 2014.11	Corvinus University of Budapest Faculty of Business Administration, member of the Faculty Council
2008 – 2012	Corvinus University of Budapest Faculty of Business Administration, deputy dean of economics
2000 –	Manocash Ltd. manager and member (2000 – 2009), member (2009 – present) (51%)
2004	Neumann Ház – due diligence (member of the panel)
1999	Magyar Villamos Művek Public Limited Company – preparation of the chart of account (member of the panel)
1998	Bábolna Public Limited Company – the establishment of the consolidated accounts (as a member of the panel)

1997	Magyar Villamos Művek Public Limited Company – the establishment of the scope of consolidation (member of the panel)
1993	Budapesti Tejipari Vállalat – preparation of the chart of account

Professional educational activities:

2002 –	Corvinus University of Budapest, associate professor
2006 – 2010	Szent István University Kaposvár Campus, associate professor (part time)
2001 – 2002	Corvinus University of Budapest, assistant professor
2001 –	Hungarian Chamber of Auditors, certified professor
1993 – 2001	Corvinus University of Budapest, teaching assistant

Membership in supervisory board and board of directors:

2023 –	MVM Group, member of the supervisory board, Audit Committee
2021 –	Richter Gedeon Plc., member of the supervisory board, Audit Committee
2020 –	MOL-PE Circular Economy Science Park Nonprofit Ltd., member of the supervisory board
2020 –	Molekuláris Ujjlenyomatkutató Nonprofit Ltd., director of the supervisory board
2020 –	Magyar Egyetemi és Főiskolai Sportszövetség, director of the supervisory board
2010 – 2010	Máv Vasútór Ltd., director of the supervisory board

Membership in professional organisations:

- Hungarian Accreditation Committee, Social Sciences Committee, advisor, 2012 –
- Hungarian Chamber of Auditors, active member 2009 – 2014. 04; deferred member 2014. 05 – present
- Ministry of Finance (Ministry for National Economy) registry of accountants accomplishing accounting services 2003 –

Awards:

- Corvinus University of Budapest (2017) – University Gold Medal (Egyetemi Aranyérem)
- Corvinus University of Budapest (September 27, 2012) – Medallion for the University (Egyetemért Emlékérem)
- Corvinus University of Budapest (June 6, 2011) – Professor of the Year 2011

Conferences, scholarships:

- 2018 – 2nd Danube Conference for Higher Education, Budapest
Topic: The Challenges of the Legal Environment and Financial Management at Hungarian Public Universities
- 2017 – 1st Danube Conference for Higher Education, Ulm, November 2-3, 2017
Topic: The New Management System of Hungarian Public Universities – Dual Leadership
- 2016 – Ministry of Human Capacities – Hungarian Controlling Association: Corvinus University of Budapest
Topic: Strategic and operative controlling in higher education
- 2005 – Conference for Accounting Professors and Researchers, Corvinus University of Budapest
Topic: Changes of regulations regarding derivatives in the International Financial Reporting Standards (IRFS)
- 2002 – Mini conference of accounting at former Budapest University of Economics and Public Administration (currently Corvinus University of Budapest)
Topic: The accounting of deferred taxes in individual annual accounts
- 1998 – Budapest University of Economics (currently Corvinus University of Budapest) celebrates its 50th anniversary, Jubilee Scientific Session
Topic: The economic effects of deferred taxes (the introduction of an empiric study)
- 1997 – foreign scholarship
Canfield University, England, participant of the accounting and management programs
- 1995 – foreign scholarship
Wirtschaftsuniversitat Wien, Austria (April, 1995) (CEMS) participant
- 1995 – Wirtschaftsunivesitat Wien, Austria (May, 1995), participant of the scientific conference

Research

2012 – Higher educational management and controlling

2004 – Management accounting – cost-accounting

2004 – 2012: The accounting of financial instruments

2002 – 2010: National accounting regulations with respect to international accounting standards and EU directives

1995–2001: Budapest University of Economics (currently Corvinus University of Budapest)

Ph.D. in Business Administration

[List of Dr. Livia Pavlik's publications in the Hungarian Database of Scientific Works](#)

Language proficiency:

- English C1 – advanced state language examination (2011)
- English – professional intermediate state language examination (1996)
- Russian – professional intermediate state language examination (1991)

Dale André Martin



Economist, graduate of the Vienna University of Economics and Business. He is fluent in German, English and Hungarian as well as proficient in Mandarin and French.

He began his career at AWT, a subsidiary of Creditanstalt (now UniCredit), in Vienna in 1984, continuing as Deputy General Manager of AWT Services in Hong Kong. In 1991 he joined Siemens as CFO of the company's Hungarian telecommunications business. From 1995 he was CFO of Siemens Rt. and in 1997 he was simultaneously given the same position in the Siemens-owned company, Magyar Kábel Művek Rt. From 2000 he was seconded as CFO to Siemens' international subsidiaries in Japan and Slovakia.

In 2010 he returned to Hungary and served as President & CEO of Siemens Zrt. until 2021. During that time, he also served as President of the German-Hungarian Chamber of Industry and Commerce (DUIHK), on the board of the Hungarian Chamber of Commerce and Industry (MKIK), and as member of the Hungarian National Competitiveness Council.

As a recipient of several state honours for the promotion of innovation, education and international economic cooperation, he is currently the elected President of EELISA (European Engineering Learning Innovation and Science Alliance), an alliance of ten universities from eight European countries.

CURRICULUM VITAE

Name: **Dr. Krisztina Gál**

Date of Birth:

May 11, 1969

Current position: Head of Proprietary R&D Coordination Department

Education:

- 1992-1996** Thesis work on “Effect of X-radiation on reticuloendothelial system” at the "Frédéric Joliot-Curie" *National Research Institute for Radiobiology and Radiohygiene, Department of Radiopathology and Application of Isotopes, Division of Radiopathology*
- 1987-1992** Researcher biologist, *Eötvös Loránd University, Budapest, Hungary*

Postgraduate education:

- 2006 “*Advanced Level Industrial Property Qualification*” by Hungarian Patent Office, Budapest
- 2005 “*Medicinal Chemistry*” course by Mike Attwood, Gedeon Richter Ltd, Budapest
- 2003 “*Project Management*” course; certificated by RKW/GPM (Rationalisierungs- und Innovationszentrum der Deutschen Wirtschaft e. V. and GPM Deutsche Gesellschaft für Projektmanagement e. V.) and IPMA (International Project Management Association)
- 2000 “*Preclinical base of neurology*”, Semmelweis University, Budapest
- 1998 “*Advanced studies in radiation protection*”, Frederic Joliot Curie National Research Institute for Radiobiology and Radiohygiene, Budapest
- 1998 “*Modern Techniques in Immunology*”, Summer School, Eötvös Lóránd University
- 1993 “*Modern Techniques in Biomedical Sciences*”, TEMPUS Summer School, Joint European Project, No.2113, Budapest
- 1993 “*General studies in radiation protection*”, Frederic Joliot Curie National Research Institute for Radiobiology and Radiohygiene, Budapest

Language skills: English, Hungarian (native)

Positions:

- 2021-present** Gedeon Richter Ltd., Research Division,
Head of Proprietary R&D Coordination Department
- 2015-2020** Gedeon Richter Ltd., Research Division,
Deputy Head of Proprietary R&D Coordination Department
- 2008-2015** Gedeon Richter Ltd., Research Division,
preclinical K&F project coordinator
- 2005-2008** Gedeon Richter Ltd., Pharmacology and Drug Safety Research.,
preclinical project leader

- 1999-2003** Gedeon Richter Ltd., Pharmacology and Drug Safety Research.,
Department of Behavioural Pharmacology, *Senior researcher.*
- 1992-1996** Frédéric Joliot-Curie" National Research Institute for Radiobiology and
Radiohygiene, Department of Radiopathology and Application of
Isotopes, Division of Radiopathology. *Research associate.*

Union membership:

Federation of Chemical Workers of Hungary (1999)

Curriculum Vitae



Personal Data:

Name: Ferenc Sallai
Date of birth: 15.01.1965.
Family status: married
E-mail: f.sallai@richter.hu

Education:

2007. Heller Farkas College of Economic and Tourism Services
Economist majoring in economics, specializing in logistics
2002. OKTÁV Further Education Center Ltd.
Dangerous goods/ADR administrator
1999. Euro-Contact Business School
General manager I.
1996. Euro-Contact Business School
Middle general manager
1984. Petrik Lajos Vocational high school of Chemical Industry
General chemical technician
1983. Petrik Lajos Vocational high school of Chemical Industry
 High school graduation

Work Experience:

- 2002- Richter Gedeon Plc., Chemical Plant I.
 Production support team leader
 I lead the two groups that ensure the plant's material flow and production preparation. These two groups solve the logistics and inverse logistics tasks necessary to ensure the continuous production of the plant. My duties also include reasonable and economical management of the plant's indirect costs, optimization of stocks, compliance with various regulations and audits (GMP, ADR, SEVESO, official regulations, etc.), preparation of reports, statements, SOPs, work instructions. I participate in the planning and implementation of LEAN projects.
- 1984-2002 Richter Gedeon Plc., Chemical Plant II.
 Pharmaceutical base material Manufacturing group leader
 Management of a group of 12-15 people, based on technological specifications, supervision of production of active ingredients and intermediates in compliance with GMP principles, organization of work, distribution of tasks, control.

Language skills:

B2 complex language exam

Other skills:

Microsoft Office, SAP PP-, MM-moduls, Internet, driving license „B” category

Other activities:

- 2023- Employee member of the Supervisory Board of Gedeon Richter Plc.
 I was a member of the Selection Committee of the Company's Works Council for several terms.
 I am an elected representative of the Voluntary Pension Fund operating alongside the Company.
- 2003-2006 I was an external expert in the Financial Control Committee of the Town of Tura.

Agenda item No.19.

Election of members of the Audit Board

Proposal to Item No.:19
on the Agenda of the AGM

Resolution of the Board of Directors No. 51/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to approve the **re-election** of **dr. Bedros Jonathán Róbert** as Member of the Audit Board for a period of 3 (three) years expiring on the AGM in 2027.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Resolution of the Board of Directors No. 52/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to approve the **re-election** of **dr. Livia Pavlik** as Member of the Audit Board for a period of 3 (three) years expiring on the AGM in 2027.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Resolution of the Board of Directors No. 53/2024

The Board of Directors proposes to the Annual General Meeting of 2024 to approve 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.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Agenda item No.20.

Resolution on the remuneration of the members
of the Board of Directors

Proposal to Item No.20 **on the Agenda of the AGM**

Resolution of the Board of Directors No. 54/2024.

The Board of Directors proposes to the Annual General Meeting of 2024 to approve the gross remuneration (fixed monthly honoraria) of the members of the Board of Directors of the Company, with effect from 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 Board of Directors proposes to the Annual General Meeting of 2024 that the fixed monthly honoraria payable in respect of years 2025-2028 to the members of the Company's Board of Directors shall be determined by the Remuneration Policy applicable for the years 2025-2028, approved by the AGM in advisory voting competence.

The Board of Directors passed the resolution with one dissenting vote and no abstentions.

Resolution of the Board of Directors No. 55/2024.

The Board of Directors proposes to the Annual General Meeting of 2024 to approve for the members of subcommittees established by the Board of Directors of the Company a gross remuneration (meeting fee) based on meetings attended, set at the same level for each subcommittee meeting, with effect from January 1, 2024, as follows:

HUF 150,000 /subcommittee meeting

Meeting fees for subcommittee members for 2024 will 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 January 31 of the calendar year following the calendar year in question.

The Board of Directors proposes to the Annual General Meeting of 2024 that the meeting fee payable in respect of the years 2025-2028 to the members of the Subcommittees established by the Company's Board of Directors shall be determined by the Remuneration Policy applicable for years 2025-2028, approved by the AGM in advisory voting competence.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Resolution of the Board of Directors No. 56/2024.

The Board of Directors proposes to the Annual General Meeting of 2024 to approve the 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 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 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 members of 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.

The Board of Directors passed the resolution with one dissenting vote and no abstentions.

Agenda item No.21.

Resolution on the remuneration of the members of the
Supervisory Board and of the Audit Board

Proposal to Item No.21
on the Agenda of the AGM

Resolution of the Board of Directors No. 57/2024.

The Board of Directors proposes to the Annual General Meeting of 2024 to approve the gross remuneration (fixed monthly honoraria) of the members of the Supervisory Board of the Company, with effect from 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 Board of Directors proposes to the Annual General Meeting of 2024 that the fixed monthly honoraria payable in respect of years 2025-2028 to the members of the Company's Supervisory Board shall be determined by the Remuneration Policy applicable for the years 2025-2028, approved by the AGM in advisory voting competence.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Resolution of the Board of Directors No. 58/2024.

The Board of Directors proposes to the Annual General Meeting of 2024 to approve 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, with effect from 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 Board of Directors proposes to the Annual General Meeting of 2024 that the meeting fee payable in respect of years 2025-2028 to the Chairman of the Company's Supervisory Board shall be determined by the Remuneration Policy applicable for the years 2025-2028, approved by the AGM in advisory voting competence.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Resolution of the Board of Directors No. 59/2024.

The Board of Directors proposes to the Annual General Meeting of 2024 to approve a gross remuneration (meeting fee) for the members of the Audit Board of the Company based on meetings attended, set at the same level for each Audit Board meeting, with effect from 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 Board of Directors proposes to the Annual General Meeting of 2024 that the meeting fee payable in respect of years 2025-2028 to the members of the Company's Audit Board shall be determined by the Remuneration Policy applicable for the years 2025-2028, approved by the AGM in advisory voting competence.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Agenda item No.22.

Election of statutory auditor

Proposal to Item No.:22
on the Agenda of the AGM

Resolution of the Board of Directors No. 60/2024.

The Board of Directors, based on the proposal of the Audit Board, proposes to the Annual General Meeting of 2024 to approve appointing **Deloitte Auditing and Consulting Ltd.** (seat: 1068 Budapest, Dózsa György út 84/C., Hungarian Chamber of Auditors registration number: 000083, individual auditor in charge: Tamás Horváth, Hungarian Chamber of Auditors registration number: 003449) as the Company's auditor for one year until April 30, 2025, but not later than the approval of the Company's consolidated financial statements of 2024.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Agenda item No.23.

Resolution on the remuneration of the Company's
statutory auditor

Proposal to Item No.:23
on the Agenda of the AGM

Resolution of the Board of Directors No. 61/2024.

The Board of Directors, based on the proposal of the Audit Board, proposes to the Annual General Meeting of 2024 to approve the honoraria amounting to **HUF 105.600.000 + VAT** for **Deloitte Auditing and Consulting Ltd.** (seat: 1068 Budapest, Dózsa György út. 84/C.) for its performance as auditor of the Company in respect of 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 statements which shall be completed on the accounting dates of March 31, 2024, June 30, 2024, and 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.

The Board of Directors passed the resolution unanimously, with no dissenting votes and no abstentions.

Agenda item No.24.

Miscellaneous