



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 Intra-company specialized committees.

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 domestic and 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 2025 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. A shareholder with voting rights is entitled to vote.

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 continuous and transparent communication with shareholders regarding the Company's results and events 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 twelve members.

The Company considers the independence and conflict of interest criteria set forth in the guidelines on the composition and independence of the Board of Directors and the Supervisory Board —proposed by the Corporate Governance and Nomination Committee of the Board and approved by the Board at the end of 2024 — as guiding principles, while ensuring compliance with the Statutes of the Company. With respect to these criteria the definitive majority of the members of the Board of Directors, 66,66% of them (eight 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.

Effective as of 15 January 2025, the Company's Board of Directors adopted the Guideline on the Independence and Composition of the Board of Directors and the Supervisory Board of **Richter Gedeon Plc.** (hereinafter: the "Guideline"), which was prepared on the basis of the Recommendation 2005/162/EC of the **European Commission**.

As an internal regulation, the Guideline establishes additional requirements for the positions on the Board of Directors and the Supervisory Board beyond the applicable laws and the Statutes of the Company. These additional criteria align with international best practices for qualification and assessment.

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

Members of the Board of Directors until 29 April 2025:

Name	Status of independence	Current term of appointment	Attendance rate at Board meetings in 2025
Prof. Dr. E. Szilveszter Vizi	non-executive, non independent member ³	04.25.2023. - 04.30.2027. (continuous since 2008)	100 %
Erik Bogsch	non-executive, non independent member ⁴	04.25.2023 - 04.30.2028 (continuous since 1992)	100 %
Prof. Dr. Nándor Pál Ács	non-executive, independent member	04.25.2024 - 04.30.2027 (continuous since 2021)	88,88 %
Gabriella Balogh	non-executive, independent member	04.25.2023 - 04.30.2026 (continuous since 2023)	100 %
Dr. Péter Cserhádi	non-executive, independent member	04.25. 2023 - 04.30.2027. (continuous since 2020)	100 %
István Hamecz	executive, non-	04.12.2022 -	100 %

³ According to the Guideline, the mandate exceeds the upper limit of the specified duration; therefore, the member of the body increases the proportion of non-independent members in the given body.

⁴ According to the Guideline, the mandate exceeds the upper limit of the specified duration; therefore, the member of the body increases the proportion of non-independent members in the given body.

	independent member ⁵	04.30.2025 (continuous since 2022)	
Lászlóné Németh	non-executive, independent member	04.25. 2023 - 04.30.2026 (continuous since 2023)	88,88 %
Gábor Orbán	executive, non-independent member ⁶	04.25.2023 - 04.30.2028 (continuous since 2017)	100 %
Dr. Anett Pandurics	non-executive, independent member	2024.04.25.- 04.30.2027 (continuous since 2018)	88,88 %
Dr. Ilona Hardy dr. Pintérné	non-executive, independent member	2023.04.25.- 2027.04.30. (continuous since 2017)	100 %
Balázs Szepesi	non-executive, independent member	2023.04.25.- 2026.04.30. (continuous since 2023)	100 %
Bálint Szécsényi	non-executive, independent member	2024.04.25.- 2027.04.30. (continuous since 2018)	77,77 %

Members of the Board of Directors from 29 April 2025:

Name	Status of independence	Current term of appointment	Attendance rate at Board meetings in 2025
Prof. Dr. E. Szilveszter Vizi	non-executive, non independent member ⁷	04.25.2023. - 04.30.2027. (continuous since 2008)	100 %
Erik Bogsch	non-executive, non independent member ⁸	04.25.2023 - 04.30.2028 (continuous since 1992)	100 %

⁵An operational member with an employment relationship in the Company, therefore the board member increases the proportion of non-independents within the certain body of the Company.

⁶An operational member with an employment relationship in the Company, therefore the board member increases the proportion of non-independents within the certain body of the Company.

⁷ According to the Guideline, the mandate exceeds the upper limit of the specified duration; therefore, the member of the body increases the proportion of non-independent members in the given body.

⁸According to the Guideline, the mandate exceeds the upper limit of the specified duration; therefore, the member of the body increases the proportion of non-independent members in the given body.

Prof. Dr. Nándor Pál Ács	non-executive, independent member	04.25.2024 - 04.30.2027 (continuous since 2021)	88,88 %
Gabriella Balogh	non-executive, independent member	04.25.2023 - 04.30.2026 (continuous since 2023)	100 %
Dr. Péter Cserhádi	non-executive, independent member	04.25. 2023 - 04.30.2027. (continuous since 2020)	100 %
András László Kovács	executive, non-independent member ⁹	04.29.2025 - 04.30.2028. (continuous since 2025)	100 %
Lászlóné Németh	non-executive, independent member	04.25. 2023 - 04.30.2026 (continuous since 2023)	88,88 %
Gábor Orbán	executive, non-independent member ¹⁰	04.25.2023 - 04.30.2028 (continuous since 2017)	100 %
Dr. Anett Pandurics	non-executive, independent member	2024.04.25.- 04.30.2027 (continuous since 2018)	88,88 %
Dr. Ilona Hardy dr. Pintérné	non-executive, independent member	2023.04.25.- 2027.04.30. (continuous since 2017)	100 %
Balázs Szepesi	non-executive, independent member	2023.04.25.- 2026.04.30. (continuous since 2023)	100 %
Bálint Szécsényi	non-executive, independent member	2024.04.25.- 2027.04.30. (continuous since 2018)	77,77 %

⁹ An operational member with an employment relationship in the Company, therefore the board member increases the proportion of non-independents within the certain body of the Company.

¹⁰ An operational member with an employment relationship in the Company, therefore the board member increases the proportion of non-independents within the certain body of the Company.

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 2025 the Board of Directors held nine (9) meetings with an average attendance rate of 95.37 %, furthermore approved resolutions two 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.

The remuneration 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 29 April, 2025 the monthly fixed remuneration (honoraria) of the Chairman of the Board of Directors was set at HUF 2.690.000 per month, for Deputy-Chairman of the Board of Directors at HUF 2.152.000 per month and that of the members of the Board of Directors at HUF 1.076.000 per month, per person for year 2025 effective as of January 1, 2025. In addition to the fixed honoraria, the Annual General Meeting approved remuneration (meeting fee) for the members of committees established by the Board of Directors of the Company based on meetings attended, set at the same level for each committee meeting. Furthermore, approved share remuneration to the members of the Board of Directors of the Company for the year 2025, linked to the Company's performance in 2025. The extent of the meeting fee and share remuneration payable to certain Board members is described in the Company's Remuneration report from year 2025.

Committees of the Board of Directors

In order to improve efficiency of decision-making processes the Board of Directors set up three committees.

The committees consist of at least three Board members. The members of the committees, are elected by the Board for a term equal to the member's term on the Board. The duties of the committees are determined by the Board of Directors.

The following committees are in operation in the Company:

Corporate Governance and Nomination Committee

The Corporate Governance and Nomination Committee - which exist since 2004 - consist of three non-executive members of the Company.

Chairperson of the Committee: Dr. Ilona Hardy dr. Pintérné

Members: Prof. Dr. E. Szilveszter Vizi
Gabriella Balogh

The introduction of each members of the committee 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 committee members' equals with their term of mandate as members of the Board of Directors.

Within its sphere of competence the 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 and Audit 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 Committee acts and makes decisions as a body. The committee keeps minutes of its meetings and its decisions are recorded.

In 2025 business year, the Corporate Governance and Nomination Committee held six (6) meetings with an average attendance rate of 100%.

In 2025 business year, the Corporate Governance and Nomination Committee discussed the following subjects:

- discussing principles and criteria applicable in course of nominating executive officers; the development of the Guideline on the Independence and Conflict of Interest for the company's executive officers and the tasks related to its publication;
- audition of the candidates of the Board of Directors;
- audition of the candidates of the Supervisory Board;
- assessment of the activity of the Board of Directors in 2025;
- Corporate Governance Report for year 2025;
- Discussion on the number of members of the Supervisory Board;
- Review of the issue of discharge of executive officers;
- Review of the Rules of Procedure of the Board of Directors and the Committees;
- Review of the potential amendments regarding the Statutes;
- Summary of general meeting experiences.

Members of the Corporate Governance and Nomination Committee with respect to their position and activity in the Committee got remuneration (meeting fee) based on meetings attended, set at the same level for each committee meeting.

Remuneration Committee

The Remuneration Committee - which exist since 2004 - consists of three members. The Committee consists of not employed, non-executive members.

Chairperson: Dr. Anett Pandurics

Members:
 Dr. Péter Cserháti
 Prof. Dr. Nándor Pál Ács

The introduction of the members of the Committee 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 Committee members' equals with their term of mandate as members of the Board of Directors.

Within its sphere of competence the Remuneration Committee

- evaluates experiences related to the remuneration system of members of the Board of Directors and the Supervisory and Audit 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 Company, before it is discussed by the Board of Directors;
- give opinion on the Company's Remuneration report, before it is discussed by the Board of Directors.

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

In the 2025 business year the Remuneration Committee held six (6) meetings with an average attendance rate of 100%.

In the 2025 business year the Remuneration Committee discussed the below subjects:

- assessing the completion of CEO's bonus schedule for year 2024;
- assessing the pro rata completion of CEO's EPP schedule for years 2023-2024;
- CEO's EPP schedule for years 2025-2026;
- CEO's bonus schedule for year 2025;
- motion to the CEO's basic wage for year 2025;
- motion to the remuneration of governing body members and its modification;
- Remuneration report prepared from year 2024;
- motion to the modification of the Remuneration policy;

Members of the Remuneration Committee with respect to their position and activity in the Committee got remuneration (meeting fee) based on meetings attended, set at the same level for each committee meeting.

ESG Committee

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, which has been operating under the name ESG Committee since March 8, 2024.

Chairman of the Committee: Bálint Szécsényi

Members of the Committee: Balázs Szepesi
Lászlóné Németh

The ESG Committee 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 2025 business year the ESG Committee held three (3) meetings with an average attendance rate of 100%.

In 2025, the ESG Committee discussed the Company's ESG assessment based on international investor feedback, received information on environmental aspects and potential programs within the Company, monitored preparations for the sustainability statement, and approved its work plan for 2026.

Members of the ESG Committee with respect to their position and activity in the Committee got remuneration (meeting fee) based on meetings attended, set at the same level for each committee meeting.

Division of responsibilities and duties between the Executive Management and the Board of Directors

The Executive Management is responsible for the operative management of the Company's activities directed by the Chief Executive Officer. The operative management of the company is handled by the Executive Committee led by the CEO, while the Board of Directors is responsible for making decisions required by the applicable regulation and the Company's Statutes, as well as strategic decisions.

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 Executive Management 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 Executive Management 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 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, within the established incentive schemes, makes decisions on the evaluation and remuneration of the Executive Management. The Board of Directors, within the incentive scheme set out in the Remuneration Policy and based on the proposal of the Remuneration Committee makes decisions on the evaluation and remuneration of the Chief Executive Officer.

Members of the Executive Management [until 29 April 2025](#):

Gábor Orbán	- Chief Executive Officer
István Hamecz	- Chief Financial Officer
Tamás Szolyák	- Commercial Director
Dr. István Greiner	- Director of Research & Development
Katalin Erdei	- HR and Technical Director
Attila Szénási	- Chief Operating Officer

Members of the Executive Management [from 29 April 2025:](#)

Gábor Orbán	- Chief Executive Officer
András László Kovács	- Chief Financial Officer
Tamás Szolyák	- Commercial Director
Dr. István Greiner	- Director of Research & Development
Katalin Erdei	- HR and Technical Director
Attila Szénási	- Chief Operating Officer

The introduction of the members of the Executive Management 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 Executive Management in their relations to third parties the employment contract of members of the Executive Management according to the Hungarian Civil Code and other relating regulations prohibits employment or other legal relationship of a similar nature with an undertaking of a similar profile.

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.

Beyond the conditions set out in the Statutes, the Company's Board of Directors has adopted the Guideline on the independence and composition of the Board of Directors and the Supervisory Board of Gedeon Richter Plc., applicable as of 15 January 2025, which was prepared on the basis of the Recommendation 2005/162/EC of the European Commission. As an internal regulation, the Guideline establishes certain additional requirements for holding mandates as members of the Board of Directors and the Supervisory Board beyond the applicable legal provisions and the Statutes of the Company, which requirements align with qualification standards that consider international practices. The Company reviews the Guideline and the compliance with it annually and publishes the results.

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.

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.

According to the relevant legal regulations the Supervisory Board consisted of five members until the day of April 29th, 2025, as of 29 April 2025, the body was expanded by an additional member and has been operating as a six-member body from that date.

The Chairperson of the Supervisory Board: Dr. Lívía Pavlik

Members of the Supervisory Board until April 29th, 2025:

Prof. Dr. Jonathán Róbert Bedros
Dale André Martin
Dr. Krisztina Gál (employees' representative)
Ferenc Sallai (employees' representative)

The criteria of independence and conflict of interest stated in the Civil Code, the Statutes of the Company and the Guidelines are relevant for the members of the Company's Supervisory Board. Two of its members represent the employees and the remaining three members are independent (external) persons. Taking into account the requirements set out in the Directive, the principle of a majority of independent members is fully observed in the composition of the Supervisory Board as well, as shown in the table below.

The personal attendance rate and status of independence of members prior to April 29th, 2025 is as follows:

Name	Status of independence		Duration of the current mandate	Attendance rate at the 2025 Supervisory Board meetings
	Pursuant to the Statutes	Pursuant to the Directive		
Dr. Lívía Pavlik	independent member	non-operative, independent member	2024.04.25. - 2027.04.30 (continuous since 2021)	100 %
Prof. Dr. Jonathán Róbert Bedros	independent member	non-operative, non-independent ¹¹ member	2024.04.25. - 2027.04.30	90 %

¹¹ According to the Guideline, the mandate exceeds the upper limit of the specified duration; therefore, the member of the body increases the proportion of non-independent members in the given body.

			(continuous since 2012)	
Dale André Martin	independent member	non-operative, independent member	2024.04.25. - 2027.04.30. (continuous since 2024)	100 %
Dr. Krisztina Gál	employees' representative, non-independent	operative, non-independent member ¹²	2024.04.25. - 2027.04.30. (continuous since 2021)	100 %
Ferenc Sallai	employees' representative, non-independent	operative, non-independent member ¹³	2024.04.25. - 2027.04.30. (continuous since 2023)	100 %

Members of the Supervisory Board from April 29th, 2025:

Dr. Livia Pavlik – Chairperson of the Supervisory Board

Prof. Dr. Jonathán Róbert Bedros

André Martin Dale

Dr. Gábor Csepregi

Dr. Krisztina Gál (employees' representative)

Ferenc Sallai (employees' representative)

The personal attendance rate and status of independence of members from April 29th, 2025 is as follows:

Name	Status of independence		Duration of the current mandate	Attendance rate at the 2025 Supervisory Board meetings
	Pursuant to the Statutes	Pursuant to the Directive		
Dr. Livia Pavlik	independent member	non-operative, independent member	2024.04.25. - 2027.04.30 (continuous since 2021)	100 %
Prof. Dr. Jonathán Róbert Bedros	independent member	non-operative, non-independent ¹⁴ member	2024.04.25. - 2027.04.30 (continuous since 2012)	90 %
Dale André Martin	independent member	non-operative, independent member	2024.04.25. - 2027.04.30. (continuous since 2024)	100 %
Dr. Gábor Csepregi	independent member	non-operative, independent member	2025.04.29. - 2028.04.30. (continuous since 2025)	100 %
Dr. Krisztina Gál	employees' representative, non-independent	operative, non-	2024.04.25. - 2027.04.30. (continuous	100 %

¹² An operational member with an employment relationship in the Company, therefore the board member increases the proportion of non-independents within the certain body of the Company.

¹³ An operational member with an employment relationship in the Company, therefore the board member increases the proportion of non-independents within the certain body of the Company.

¹⁴ According to the Guideline, the mandate exceeds the upper limit of the specified duration; therefore, the member of the body increases the proportion of non-independent members in the given body.

		independent member ¹⁵	since 2021)	
Ferenc Sallai	employees' representative, non-independent	operative, non-independent member ¹⁶	2024.04.25. - 2027.04.30. (continuous since 2023)	100 %

Taking into account the requirements set out in the Guidelines, the principle of a majority of independent members is fully upheld in the composition of the Supervisory Board.

Based on the tables above, until 29 April 2025, the majority of the members of the five-member Supervisory Board, representing 66.66% of its members (2 out of the 3 members of the Supervisory Board who were not in an employment relationship with the Company), qualified as independent.

From April 29, 2025 three (3) members of the four (4) non-employee members of the six-member (6) Supervisory Board, that is 75% of the members are considered independent in accordance with the requirements set forth in the Directive.

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 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 2025 business year the Supervisory Board held ten (10) meetings with an average attendance rate of **98,33 %**.

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.

¹⁵An operational member with an employment relationship in the Company, therefore the board member increases the proportion of non-independents within the certain body of the Company.

¹⁶An operational member with an employment relationship in the Company, therefore the board member increases the proportion of non-independents within the certain body of the Company.

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 29, 2025 the remuneration of the Chairman of the Supervisory Board was set at HUF 1.076.000 per month and that of the members of the Supervisory Board at HUF 753.200 per month, for year 2025 effective as of January 1, 2025. 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 attended, set at the same level for each meeting of the Board of Directors for the year 2025. The extent of the meeting fee payable to the Chairman of the Supervisory Board in respect of 2025 is described in the Company's Remuneration report from year 2025.

The Supervisory Board shall also prepare a work plan each year for the period between two General Meetings, in addition to its statutory obligations. The matters discussed by the Board are set out in detail in the Supervisory Board's annual report.

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. Lívia Pavlik
Dr. Bedros Jonathán Róbert
Dale André Martin

Name	Attendance rate at the 2025 Audit Board meetings
Dr. Lívia Pavlik	100 %
Dr. Bedros Jonathán Róbert	90 %
Dale André Martin	100 %

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 2025 business year the Audit Board held ten (10) meetings with an average attendance rate of 96,67 %, furthermore approved resolutions three times without holding session.

In the 2025 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 2024;
- determination of the annual report of the Audit Board;
- the Company's interim financial statement regarding the year 2025;
- 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 2025 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 for the year 2025. The meeting fee payable to the members of the Audit Board in respect of 2025 is described in the Company's Remuneration report from year 2025.

Introduction of 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 Executive Management), 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 Union¹⁷, 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

¹⁷ 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

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 committees, 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 committees - including the ESG Committee established 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 the AGM in 2025 the age distribution of the Board of Directors did not change.

Among the members of the Board of Directors and the Supervisory Board, women were represented with a 33.33% ratio.

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 and achievements through.

The Company's annual sustainability statements are issued as an integral part of the annual report, in accordance with the European Union's Corporate Sustainability Reporting Directive (CSRD). The annual sustainability statements are also subject to a limited assurance opinion provided by the auditor.

Internal control and risk management system of the Company

Richter is committed to creating long-term value for its partners, investors, employees and society. It operates a risk management system with a methodology based on international standards and industry best practices, and sees risk management as a tool for effective corporate governance. The Company strives to ensure the timely identification, proper understanding and evaluation of risks, as well as the effective response measures necessary for stable and sustainable operation and the implementation of the corporate strategy.

The elements of the Company's comprehensive risk management model are:

- The Board of Directors is responsible for the supervision and management of risk management;

- The Audit Committee monitors the risk management activities and the development of the Company's risks.

- Managing strategic risks is the responsibility of the managers assigned to the risks;

- The managers of the functional areas are responsible for managing the operational risks of their respective areas, however, the Company also manages the risks of several areas (Quality Management, Regulatory, IT, HR, Law, PR, etc.) comprehensively, affecting several functional areas;

- The Company is continuously developing its integrated corporate risk management system and operates a separate corporate risk management area. The risk management area brings together and manages the management of strategic, operational and financial risks, and shapes the framework of risk management (regulations, responsibilities, processes, training, reporting, etc.) The essential elements of the risk management activity are the assessment of strategic risks, the self-assessment of risks and controls covering all the main processes, the management of risks arising from business continuity and crisis situations, the limit system related to

financial risks, analyses, monitoring, and the management of liquidity, foreign exchange, interest rate, counterparty and credit risks;

To support the assurance of business continuity, the Company operates integrated business continuity and crisis management systems, which are continuously developed.

The Audit Department objectively examines whether the system of internal controls established is suitable for the effective management of risks on the basis of an approved annual plan, and reports to the Supervisory Board and the Audit Committee on the operation of internal control mechanisms at least once a year;

Audit, risk management and compliance functions, IT Security as internal lines of defense work together in coordination to reduce the Company's risks.

The management of reputational risks is a priority for the PR and Government Relations area.

Statutory Auditor

On 29 April, 2024 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, 2026, but not later than the approval of the 2025 consolidated report.

In 2025 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 and quarterly Interim Reports prepared in accordance with the International Financial Reporting Standards, and the consolidated financial statements prepared in accordance with the International Financial Reporting Standards (IFRS).

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 29, 2025 the remuneration of the Statutory Auditor for the 2025 year is HUF 115,000,000 + VAT, which includes the fee for the auditing of the 2025 consolidated annual report under IFRS, the fee for the assessment of the consistency of the 2025 consolidated annual report with the consolidated business report and the so-called Business review for investor information, the fee for the auditing of the 2025 non-consolidated annual report, the fee for examining the consonance between the non-consolidated annual report and business report for 2025, the fee for the auditing of the non consolidated quarterly interim reports, the fee for auditing of the Company's remuneration

report prepared on the year 2025, 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). The statutory auditor will receive an additional fee of EUR 15,360 + VAT for auditing the ESEF tagging duties in respect of the 2025 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.

The Company's annual sustainability statements are issued as an integral part of the annual report, in accordance with the European Union's Corporate Sustainability Reporting Directive (CSRD). The annual sustainability statements are also subject to a limited assurance opinion provided by the auditor.

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), the website dedicated to capital market disclosures managed by the National Bank of Hungary (<https://kozvetetelek.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. 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 and ESG Department contacts the shareholder community and financial analysts on a regular basis.

The Company does not determine own publication policy. The Company regarding its publications follows the rules of the Statutes, the effective legal regulations, and the relevant 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 the renewed Code of Ethics and the Manuals of the Global Compliance Program were localized and implemented in the foreign affiliates of the Company, where the employees received comprehensive education of their contents.

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 topics related to the Code of Ethics and the Manuals of the Global Compliance Program.

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. In 2023, Richter reformed and updated its Transparency Regulation to incorporate the changes to the Medicines for Europe Code of Conduct and to create more efficient workflows within the organisation. In March 2025, the Company issued a group level policy that aligns the processes of foreign subsidiaries subject to transparency obligations with respect to transparency reporting data sharing, making the data sharing faster and more efficient.

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 Global Compliance Team 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. In March 2025, the Richter VCO system was extended to the Latin American region and Australia, enabling reports of violations in those locations to be handled on the unified platform as well.

Richter received 18 reports from both within the parent company and from foreign affiliates through the Richter VCO and the Compliance Hotline in 2025. 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 2025 compared to 2024.

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, the Global Compliance Team regularly monitors any new and updated sanction regulations, especially those imposed by the European Union, the United States of America, the United Nations and the UK, and discusses applicability to the Company with any departments involved. If possible and needed, the Company applies for individual licenses at the designated Hungarian Authority, and has already successfully done so in six instances. Our customers are monitored via a Due Diligence tool which automatically reviews our partners and scans them for sanction designation, and the extension of the tool to our suppliers is in progress. Additionally, a thorough Due Diligence check and sanction check is performed for any high risk suppliers. One of the Big4 auditor companies responsible for Richter requires quarterly updates on any sanctions that might affect the Company, and explanations on how the Company mitigates them. Additionally, the sanctions framework has been audited two times in the past years.

In 2025, to reinforce our commitment to robust compliance practices, GR Global Compliance Team employs a Certified Sanctions Specialist, a colleague responsible for sanctions-related matters who has the Certified Sanctions Specialist (CSS) Certification. This achievement contributes to:

- **Reduced Regulatory Risk:** Strengthened internal expertise helps prevent violations and ensures alignment with evolving international sanctions regimes.
- **Operational Resilience:** A certified sanctions specialist enhances our ability to navigate complex geopolitical landscapes and maintain uninterrupted business operations.
- **Trust and Transparency:** Proactive compliance efforts foster stakeholder confidence and reinforce our reputation as a responsible and trustworthy organization.

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 programs 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 program launched in 2009, whose “health profit” had reached HUF 834 million in donations to 113 Hungarian health institutions by the end of 2025, which was allocated for improving their equipment. In 2023, the RAJT – Rólad a Jövődért (For Your Future) program was launched to raise students' awareness of important topics such as pubertal changes in boys and girls, intimate hygiene, conscious family planning or the importance of health screenings. To date, 2000 students have participated in this prevention-promoting project. 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 programs that are of value to women. The Company launched its “Richter for Women Program” in 2010, now comprising several initiatives, such as the Richter Anna Award, Richter PHOENIX community and Stick to it! program.

Richter, as one of the World's leading women's pharmaceutical companies, has a strong international focus on promoting women's health and quality of life in all countries where it has a direct presence. In 2025 the company gave a new impetus to its global CSR activities. In the beginning of 2025, the company started the operations of a center providing health care, awareness sessions and shelter for disadvantaged and vulnerable women in Bamako, Mali. Thanks to this initiative, a group of the most vulnerable African women are also gaining access to appropriate care. In the first 10 months of the program alone, nearly 120 women received various forms of medical, legal and educational support at the centre – a number we expect to continue rising in 2026.”

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

The Company's annual sustainability statements are issued as an integral part of the annual report, in accordance with the European Union’s Corporate Sustainability Reporting Directive (CSRD). The annual sustainability statements are also subject to a limited assurance opinion provided by the auditor.

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

- In 2025, environmental objectives were developed until 2030 compared to the base year 2021, which were approved by the Corporate Service Committee in January 2026. It continuously modernizes production technologies and strives to apply the best available technology.
- It modernises the infrastructure for chemical storage and supply to reduce the risk of soil and groundwater contamination. continuously monitors the condition of groundwater and the surrounding air, the quality of its discharged wastewater and the noise impact of the sites.

- Between 2021 and 2024, the environmental impact of active pharmaceutical ingredients in living water was monitored. The concentration in living water resulting from Richter's activities is below the effective concentration, so the risk is acceptable. In 2025, the investigation of the microbiological degradability of steroid active ingredients began.
- examines the possibility of reducing the amount of waste and strives to utilize the generated waste as much as possible. With regard to the Hungarian sites, the waste recovery rate will be 56% in 2025 (not taking into account incineration with heat recovery).
- The review of solvent recycling and regeneration continued: which technologies are possible to recycle, thus reducing the amount of waste generated and the amount of solvents purchased.
- in 2024, a new calculation method was applied in the calculation of the carbon footprint in accordance with the requirements of the SBTi, and 2021 was designated as the base year. In 2025, a forecast was prepared during the year, taking into account the most significant points.

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 2024 we succeeded the certification the integrated 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 all interested parties. From 2001 to 2004 Gedeon Richter Plc. provided information in annual environmental reports. From 2005 to 2023 the Company provided this information of public interest under the chapter concerning environmental protection in its regularly published Sustainability reports (publicly available on the Gedeon Richter website). From 2024 the Company's sustainability statement is issued as an integral part of the annual report, in accordance with the European Union's Corporate Sustainability Reporting Directive (CSRD). The sustainability statement is subject to a limited assurance opinion provided by the auditor of the Company.

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. -1.5.6.¹⁸

¹⁸ 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

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: -

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?

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.

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 Committee 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 Executive Management falls into the competence of the Chief Executive Officer.

1.6.7.1.-1.6.7.2.

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 (MAR) 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 Company 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.

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 members?

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 Committee, 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

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 Executive Management 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?

Yes

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 a unit responsible for internal audit, operating subordinated to the Chief Executive Officer, which reports regularly to the Board of Directors and also fulfills tasks given by the Audit 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.