

Consolidated text of the

STATUTES

of the

HUNGARIAN ASSOCIATION OF PHARMACEUTICAL WHOLESALERS

as adopted on 24 April 1996 and amended on 23 April 1998, 02 June 1999, 07 December 2000, 09 May 2002, 04 December 2002, 13 May 2003, 15 April 2004, 06 January 2005, 04 May 2006, 21 May 2008, 03 March 2011, 17 November 2011, 29 May 2014, 18 February 2015, and 26 August 2015, 23 May 2018, 30 May 2019, 28 May 2020, 28 September 2020, 14 July 2021, 15 December 2021, 18 May 2022 and 19 May 2023, with the changes enacted at the General Assembly of 26 May 2025

STATUTES

I. General Provisions

1. Hungarian name of the social organization: Gyógyszer-nagykereskedők Szövetsége
(Hereinafter: Association)

In English: Hungarian Association of Pharmaceutical Wholesalers

2. Abbreviated name of the Association: GYNSZ

In English: HAPW

3. Headquarters of the Association: H-1143 Budapest, Stefánia út 28/A.

4. Year of foundation: 1996.

4/A. Registration number of the Association: 01-02-7232.

5. Operating area of the Association: Hungary

6. The Association is a legal person.

7. The President is authorized to represent the Association.

8. Stamp of the Association: includes at least the name and address of the Association.

9. The Association operates in accordance with this Statutes adopted by the General Assembly.

II. Objectives and Duties of the Association

10. Objectives of the Association:

10.1. Representation and communication of the professional and business interests of pharmaceutical wholesalers. During the course of its interest-representation tasks, the Association proceeds in line with the provisions of relevant legislation. In its operations, the Association pays special attention to compliance with the rules pertaining to competition.

10.2. In line with the objectives of the European Healthcare Distribution Association (GIRP), the Association aims at promoting the safe and regulated supply of medicines and representing the

interests of Hungarian wholesalers with due regard to the interests of the population and to health concerns.

10.3. The Association is entitled to pursue economic activities directly related to the implementation of the above objectives.

11. Duties of the Association:

The Association performs its tasks with an eye on the objective of ensuring that the Association and its member companies can collaborate as effectively as possible in enacting the regulations that affect the market. In addition, it also develops and operates professional information system(s) that may be necessary to provide a foundation for the business decisions of its members. The Association does so in a manner that ensures compliance with market competition regulations. Within this framework, the Association continuously monitors developments in Hungarian and European Union competition law enforcement and legal practice, complies with the competition law obligations arising therefrom, ensures the free movement of goods and services within the European Union internal market, and expects its member companies to comply with Hungarian and European Union competition law rules.

11.1. By way of its pharmaceutical wholesaler members, the Association ensures the distribution of the complete range of pharmaceutical preparations registered and marketed in Hungary.

11.2. Organized participation in the elaboration and preparation of those regulations, support systems and concepts that have a basic impact on the operation of the wholesalers that are its members. Representation of the interests of Hungarian pharmaceutical wholesalers at the regulatory authorities and other competent institutions, either by itself or jointly with other associations and organizations of the pharmaceutical sector.

11.3. Continuous evaluation and analysis of the economic and legal conditions for trade, as well as the elaboration of and commenting on modification proposals (drafts).

11.4. Dissemination of information among the members to help them avoid outstanding debts that are uncollectible or difficult to collect.

11.5. Promoting good relationship between the Association's members and its other partners involved in the healthcare sector, in particular, in pharmaceutical supply.

11.6. Developing and operating a consistent professional information system.

11.7. Strengthening cooperation with suppliers and customers, increasing efficiency. Developing and operating forms of cooperation that serve the business interests of members but remain outside the scope of conduct prohibited by competition law, in particular, but not exclusively, conduct that violates the prohibition of agreements restricting competition and the prohibition of abuse of a dominant position.

11.8. Developing and operating an information system that serves the interests of wholesale trade, provides market overview, and considers competition law principles, and ensuring access to such systems on fair, reasonable, and non-discriminatory terms, in accordance with applicable competition law requirements.

11.9. Providing an impact assessment of changes in the price and reimbursement system and providing members with free access to it.

11.10. Handover of information - in a manner that complies with competition law and the Association's competition rules - to those who accept its objectives, the standards and rules adopted by its members, while remaining mindful of the potentially sensitive nature of the information and data collected, processed, transmitted, and published by the Association and the associated competition law risks.

11.11. Elaboration of ethical norms governing the market conduct of pharmaceutical wholesalers, and monitoring their observance, within the scope of and in compliance with relevant legislation.

11.12. Above all, in addition to complying with competition legal requirements, the Association intends to participate in:

- the elaboration of the price reimbursement system;
- the preparation of the official regulation on profit margins, the revision of the rate of such margins, and the safeguarding of their value;
- developing, promoting, and maintaining market conduct in accordance with European Union and Hungarian competition law.

In carrying out and implementing the tasks specified in this section, the Association pays particular attention to ensuring that the applicable competition rules apply to the Association and the market activities of its member companies, and that any violation of these rules may result in serious legal consequences (e.g. competition authority fines, exclusion from tenders).

11.13. The collection, systematization, processing, and sale of pharmaceutical market information - in compliance with competition law and the Association's competition rules - to outside third parties, as well as the undertaking of any related assignments.

11.14. Exercising of rights and fulfillment of obligations arising from membership in the European Healthcare Distribution Association (GIRP), also including the discussion of and commenting on draft laws and proposals.

11.15 If an external request is received by the Association in connection with a medicinal product or a medicinal preparation which contains any personal data of the requesting natural person, the Association is only entitled - but not obliged - to forward the request to its member organizations if the natural person has consented to the processing of his/her personal data and to the forwarding of the data to the Association's member organizations by the Association.

III. Members of the Association, their Rights and Obligations

12. Members:

12.1. The participation of at least two members, that are not natural persons, is needed for the operation of the Association.

12.2. The Association accepts as a member those business companies and other legal entities registered in Hungary that have at least a 1% market share of domestic pharmaceutical sales and

a) are in possession of the regulatory license necessary for pursuing pharmaceutical wholesale trading activities and agree to continuously distribute at least two-thirds of the allopathic medicinal products registered and marketed in Hungary,

b) fulfill all their obligations undertaken in the Association.

12.3. Natural persons are not accepted as members of the Association. The Association does not establish any membership of a special legal status, such as supporting or honorary membership; the Statutes contains no regulation to this end.

12.4. Members have equal rights and obligations.

12.5. Members wishing to join the Association after its establishment can initiate their acceptance as members by a written application addressed to the Presidency (accession statement) in which they

undertake to be bound by the Association's Statutes and all effective resolutions previously passed by the General Assembly and sent to them. The written documents demonstrating the fulfillment of the accession conditions must be attached to the application (section 12.2/a). At the same time, the data required by the Presidency and necessary for determining the membership fee must also be provided.

12.6. The member's membership shall be established upon the acceptance of its application for membership by the Presidency, and the payment of the one-time accession fee.

12.7. Applicants may submit an appeal against the refusal of their application for membership, which shall be judged by an extraordinary General Assembly meeting.

12/A. Repealed by section 3 of the Amendment of the Statutes dated 18 February 2015

12/B. Repealed by section 3 of the Amendment of the Statutes dated 18 February 2015

13. Members' rights and obligations:

13.1. Members shall exercise their rights through the legal representative of their organization or his/her authorized representative. The same applies to the fulfillment of their obligations arising from membership.

13.2. Members are entitled to:

a) in accordance with the Statutes, participate in the General Assembly of the Association in an advisory capacity and with voting rights. They may elect and be elected;

b) require access to any and all processed, anonymized and historical information available to the Association, including distribution of the information materials provided by the European Healthcare Distribution Association (GIRP);

c) use and exploit the results of common efforts;

d) use the information technology services available to the Association;

e) use the Association's internal confidential information system;

f) demand use of all legitimate means for the enforcement of joint interests;

g) submit proposals, complaints, and objections, to which the competent organ of the Association has to respond within 30 days;

h) at their own expense and in consultation with the Chief Secretary of the Association, ordinary members may delegate employees or officers to open GIRP programs;

By accepting this Statutes and by providing their personal data to the Association, the officers of the Association expressly consent to the processing of their personal data by the Association for the purposes of organizing travel on behalf of or organized by the Association (accommodation, flight and other ticket reservations, etc.) and to the extent necessary for the organization of travel for the purpose of making reservations. Where necessary, the member organization of the Association shall obtain the consent of the employees concerned in the cases covered by this point.

i) at events, meetings, and any other formal or informal gatherings organized by the Association, they may, and are obliged to, protest against the discussion of topics that violate or may violate European Union and Hungarian competition law, and may request that the Association records such protest in the minutes, investigates it appropriately, and takes the necessary legal action. In extreme cases, representatives of member companies also have the right to interrupt the meeting or to leave it.

13.3. Obligations:

The members are obliged to:

- a) Fulfill their obligations set out in the Statutes, implement the General Assembly's resolutions affecting them, and represent the contents of this Statutes and the resolutions of the General Assembly;
- b) Participate in the work of the Association to the best of their abilities and, in particular, accomplish the tasks and assignments undertaken by the members;
- c) Immediately inform the Presidency if they no longer fulfill any of the conditions stipulated in section 12/2, paragraph a, if they establish any membership relationship, employment relationship or other legal relationship aimed at work with another social organization or association engaged in an activity identical to that of the Association or in the representation of the professional and economic interests of pharmaceutical wholesalers,
- d) Keep the requirements set out in the Statutes and other regulations; in the framework of this requirement, members are obligated to devote special attention to complying with the requirements of the competition law and refraining from all conduct and actions that may raise suspicion of negotiations prohibited by competition law. Should they experience any such negotiations, members shall immediately inform the Presidency in writing thereof

The members of the Association may not endanger the fulfillment of the objective of the Association and the activity of the Association.

14. Termination of membership:

14.1. Membership will cease:

- a) upon the member's termination without a legal successor, if a legal entity,
- b) Repealed by section 3 of the Amendment of the Statutes dated 23 May 2018,
- c) upon the termination of membership by the member,
- d) upon the termination of the member's membership by the Association,
- e) upon the member's exclusion.

14.2. Members can leave the Association by a written statement to the President of the Association, without giving a reason, but the membership fee already paid cannot be reclaimed.

14.3. Other reasons for termination and exclusion, sanctions for other offenses

a) A member's membership may be terminated with immediate effect if such member has failed to fulfill a condition specified in section 13.3. or fails to fulfill their membership fee payment obligation under section 22 within thirty days as stipulated in the relevant written notice. Such notice shall include a warning on the legal consequences of the termination.

b) Members committing an offence considered serious can be excluded. Offences considered serious include such conduct of a member which, according to the decision of the courts or other competent authorities,

- it violates the applicable European Union and Hungarian competition law standards, in particular, but not exclusively, the prohibition of unfair competition, the prohibition of agreements restricting competition, or the prohibition of abuse of economic power;

- infringes upon the personality rights, as stipulated in civil law, of another member, official or employee of the Association.

c) The following sanctions are applicable to a member of the Association committing any other offence contrary to the Statutes:

- warning,
- reprimand.

14.4. Rules of procedure

a) In the case of an offense, the Management Board of the Association shall proceed, ex officio or upon receiving a report, on the first instance. All members concerned must be involved in the proceedings, and the suspect of the offense must be given an appropriate opportunity to defend themselves.

b) Proceedings can be initiated within thirty days of becoming aware of the reason for the proceedings, but no later than within one year of the occurrence of such reason.

c) The offense shall be discussed at the next Management Board meeting after the initiation of the proceedings, within ninety days at latest, and a decision shall be taken within a reasonable time limit.

d) An appeal with suspending effect can be made to the General Assembly of the Association against the Management Board decision within fifteen days of its delivery, in writing. The decision shall be made by an extraordinary General Assembly meeting.

IV. Organs of the Association

15. Organs of the Association:

- General Assembly
- Presidency
- Management Board
- Hospital Section
- Supervisory Board
- Permanent Auditor

Of these bodies, the Presidency and the Management Board are responsible for the general and business management of the Association.

16. General Assembly:

16.1. The supreme organ of the Association is the General Assembly, which comprises all members.

16.2. The General Assembly shall meet as necessary, but at least once a year. The place of the General Assembly: The location is precisely and clearly indicated in the invitation to the General Assembly.

16.3. The General Assembly shall also be convened if:

- the assets of the Association do not cover its due debts;
- the Association is not expected to be able to pay its debts on their due date;
- competition proceedings are initiated against the Association on suspicion of a competition law infringement.

- the achievement of the Association's objectives becomes threatened.

16.4. The General Assembly shall be convened by the President, who may invite such natural persons or legal entities in an advisory capacity who are prepared and are able to further the fulfillment of the Association's tasks based on their skills.

The members and the members of the bodies specified in section 15 shall be invited by specifying the agenda, time, and place of the General Assembly in writing, in a certifiable manner (registered mail or email with receipt confirmed).

16.5. There must be at least fifteen days between the sending of the invitations and the date of the General Assembly. In the invitation, the agenda must be specified in sufficient detail that those entitled to vote can formulate their position on the matters to be discussed. Within three days after receiving the invitation to the General Assembly, the members and the bodies of the Association may ask the Presidency to add further items to the agenda, by specifying their purpose and objective. The Presidency is competent in making decisions about such requests.

Applications shall be sent to the Chief Secretary of the Association, who shall forward them to the President of the Association immediately, on the next day at latest. The Presidency of the Association shall take a decision on the application within an additional five days, and the President shall inform, via the Chief Secretary, the applicant and all parties concerned without delay, on the next day at latest.

If there is an obstacle to convening at least five members of the Board (point 17.4) within the time limit for the decision, the President or the Vice-President shall be entitled to act on behalf of the Board.

In the interest of saving time and for the purposes of verifiability, all documents related to the completion of the agenda shall be forwarded electronically.

If the person entitled to do so fails to take a decision on or rejects the application for the completion of the agenda, the General Assembly shall separately decide on such completion before its decision on the acceptance of the agenda.

16.6. The General Assembly, if properly convened, shall have a quorum if attended by members entitled to vote, representing more than 50% of the votes that can be cast. The existence of the quorum must be examined each time when a resolution is passed. When determining whether the meeting has a quorum, those who cannot cast a vote on a certain matter must be excluded (section 16.12).

If the General Assembly is not properly convened, it can be held only if all those entitled to vote are present and unanimously consent to holding the meeting.

At the General Assembly, resolutions may only be passed on items on the agenda that have been properly communicated, unless all those entitled to vote are present and unanimously consent to discussing the item that is not on the agenda.

16.7. The venue and exact time of the newly convened General Assembly meeting should be fixed in advance and be included in the original agenda. A repeated General Assembly meeting shall have a quorum regardless of the number of those present only if the original invitation contains a relevant warning.

16.8. The General Assembly shall have the exclusive competence to:

- a) amend this Statutes;
- b) accept the annual report of the Presidency, the Management Board, and the Supervisory Board;

c) elect and recall the members of the Presidency, including the President and the Vice-President who also constitute the Management Board, the members of the Supervisory Board, and the Auditor, and to determine the Auditor's remuneration;

d) approve the report made in accordance with the accounting act and establish the budget for the next year;

e) order the payment of supplementary contribution to cover unpredictable expenses,

An additional contribution under this subsection is an additional payment by the members which the General Assembly may order to be paid to cover unforeseeable expenses not covered by the assets of the Association. The additional contribution does not constitute a membership fee within the meaning of section 22 of the Statutes, it does not increase the amount of the membership fee, and it is therefore not subject to the prohibition of recovery of membership fees under section 14.2 of the Statutes. The part of the additional contribution exceeding the coverage of unforeseen costs may be repaid to the members in proportion to the additional contributions made by each member, as decided by the General Assembly.

f) decide on complaints relating to the Presidency's and the Management Board's resolutions and measures;

g) make decisions about termination, mergers with other associations, demergers, and the enforcement of claims against the members of the Presidency and the Management Board;

h) in the case of termination, decide about the assets remaining after the fulfillment of obligations;

i) any other issues which are referred to the competence of the General Assembly by law or by this Statutes;

j) decide about commitments undertaken by the Association on behalf of the members to third parties.

k) accept and amend the Code of Ethics.

l) establish the Hospital Section and appoint and remove its Chairperson and other members.

16.9. The General Assembly is chaired by the President of the Association or - in his absence - by its Vice-President.

16.10. All members have one vote at the General Assembly.

16.11. As a general rule, the General Assembly passes its resolutions by open voting and a simple majority. In the event of a tie vote, the resolution proposal is considered rejected.

The Presidency members, including the President and the Vice-President, and the members of the Supervisory Board are also elected by simple majority, but in a secret ballot. The person receiving the most votes is considered elected.

The assignment takes effect by the written acceptance statement of the elected person.

A three-quarters majority of the members present is required for the amendment of the Statutes, and a three-quarters majority of not those present but the members with voting rights is required for the amendment of the Association's purpose or a decision of the General Assembly on the dissolution of the Association.

16.12. When passing a resolution, no votes can be passed by those

a) who are relieved from any obligation or responsibility or given any other advantage against the Association by the resolution;

b) with whom a contract should be concluded according to the resolution;

- c) against whom legal action must be commenced based on the resolution;
- d) whose such relative is interested in the decision who is not a member of the Association;
- e) who have a relationship based on controlling influence with another organization interested in the decision, or
- f) who are personally interested in the decision.

The restriction under point f) shall not apply to the election of individual members of the Presidency, which shall consist of 9 (nine) members.

16.13. When opening the General Assembly, a presiding chairperson, a keeper of the minutes, and two attestors shall be appointed by open voting. However, a presiding chairperson needs to be appointed only if the President of the Association is unable to attend the General Assembly.

In matters requiring a secret ballot (section 16.11), an election committee of two members shall be appointed, by open voting. This committee shall be responsible for the preparation and distribution of the ballot papers, their collection after completion, and the announcement of the result.

16.14. The minutes of the General Assembly shall be signed by the presiding chairperson, the keeper of the minutes, and the two attestors. The minutes shall include the resolutions passed at the General Assembly and the result of the vote. The Chief Secretary (section 17.8) shall send the minutes to the members and the heads of the corporate organs (section 15) within fifteen days after the General Assembly. Continuous records shall be maintained about the General Assembly's resolutions, at the headquarters of the Association.

16/A. Decision without a General Assembly

16/A/1. The Association may pass decisions without convening the General Assembly, except for matters requiring secret voting. The passing of such resolutions is initiated by the Presidency, by sending the draft resolution to the members via the Chief Secretary (section 17.8). Members should be allowed fifteen days after receiving the draft to send their votes to the seat of the Association.

16/A/2. When passing a resolution without convening the General Assembly, section 16.11 of the Statutes is applicable to quorum and voting, as appropriate.

16/A/3. The Presidency is obliged to convene the General Assembly if requested by any member.

16/A/4. Within three days after the voting deadline, the Presidency establishes the result of the voting and informs the members of this, within an additional three days, through the Chief Secretary. If the votes of all members are received before the expiry of the voting deadline, the result of the voting will be established within three days after receiving the last vote, and communicated to the members within an additional three days.

16/B. Decision-making by holding an online General Assembly

16/B/1. The General Assembly of the Association may be held by means of an electronic communication tool (e.g., Teams, Zoom, or Skype), which is suitable for recording the proceedings, instead of in person, except for matters requiring a secret ballot (online General Assembly). The online General Assembly is initiated by the President – through the Chief Secretary (point 17.8) or the person entrusted with the Chief Secretary's duties – by sending the invitation to the online General Assembly to the members in writing (by registered mail or confirmable email). The online invitation to the General Assembly shall include the following information in addition to the information provided for in sections 16.2, 16.5, and 16.7 of the Statutes:

- a) information that the General Assembly will be held by electronic means,

- b) the name of the application that can be used to identify members and ensure mutual and unrestricted communication between members (e.g., Teams, Zoom, or Skype),
- c) the means of certifying proof of identity.

A member of the Association may participate in an online General Assembly via an electronic communication tool, such as Teams, Zoom, or Skype, provided that the member's identification and mutual and unrestricted communication between members is ensured. The President is obliged to identify any member whom he/she does not know personally when opening the online General Assembly. During the online General Assembly, which will be held using electronic means of communication, communication will be carried out using a device and software (e.g., Teams, Zoom, or Skype) capable of transmitting images and sound. In the case of image and sound transmission, identification is possible by the simultaneous identification of the image and the ID card. An online General Assembly cannot be held to the disadvantage of any member.

16/B/2. In the case of an online General Assembly, the quorum and voting shall be governed by sections 16.10 and 16.11 of the Statutes.

16/B/3. If any member wishes to hold a General Assembly in person, the President shall convene the assembly.

16/B/4. The online General Assembly is chaired by the President, or in his/her absence, by the Vice-President. What is said at the online General Assembly and the decisions taken should be recorded in a way that the recordings can be verified afterwards.

16/B/5. The written minutes of the online General Assembly will be drawn up within 3 days of the date of the online General Assembly and are governed by the rules for drawing up the minutes thereof, with the exception that the minutes are signed by the President who chaired the meeting and authenticated by the minute-taker and one member. In the case of an online General Assembly, no attendance sheet is drawn up, but the minutes must contain the details of the members who attended the General Assembly by electronic means and must also record the circumstances in which the meeting was held. The written minutes shall be communicated to the members by the President within a further three days by sending the minutes in writing (registered mail or confirmable email).

17. The Presidency:

17.1. The members of the Presidency, consisting of nine (9) persons, including the President, the Vice-President and seven members, are elected by the General Assembly for a term of three (3) years from among the leading officers and employees of each member.

17.2. The Presidency operates on the basis of an annual work program. It meets as necessary, but at least twice a year. The Presidency should be convened within seven days, should any member so request indicating the purpose.

17/2/A. The Presidency meeting may be held by using an electronic communication tool (Teams, Zoom, or Skype) to record the proceedings (online Presidency meeting) instead of attending in person. The online Presidency meeting shall be convened by the President through the Chief Secretary (point 17.8) or the person entrusted with the Chief Secretary's duties. The online Presidency meeting invitation must be published including the following:

- a) information that the Presidency meeting will be held by electronic means,
- b) the name of the application (e.g., Teams, Zoom, or Skype) that can be used to identify members of the Presidency and ensure mutual and unrestricted communication between Presidency members,
- c) the means of certifying proof of identity.

A member of the Presidency of the Association may participate in the online Presidency meeting via an electronic communication tool, such as Teams, Zoom, or Skype, provided that the identification of the Presidency member and the mutual and unrestricted communication between Presidency members is ensured. The President is obliged to identify the board member whom he/she does not know personally when opening the online Presidency meeting. During the online Presidency meeting held using electronic means of communication, communication will take place using a device and software (e.g., Teams, Zoom, or Skype) capable of transmitting images and audio. In the case of image and sound transmission, identification is possible by the simultaneous identification of the image and the ID card. Online Presidency meetings may not be used to the disadvantage of any Presidency member.

17/2/B During the online Presidency meeting, the quorum and voting shall be governed by section 17.4 of the Statutes. If any member of the Presidency wishes to hold a Presidency meeting in person, the President shall convene it.

17/2/C. What is said at the online Presidency meeting and the decisions taken should be recorded in such a way that they can be verified afterwards. The minutes must include the details of the Presidency members who participated in the meeting by electronic means.

17/2/D The minutes of the online meeting of the Presidency shall be drawn up within 3 days of the date of the online meeting of the Presidency and shall be authenticated by the signatures of the President and the minute-taker. The written minutes shall be communicated to the members of the Presidency by the President within a further three days by sending the minutes in writing (registered mail or confirmable e-mail).

17.3. The Chairman of the Supervisory Board and the Chief Secretary of the Association participate in the Presidency's work as permanent invitees in an advisory capacity.

17.4. The Presidency meeting shall have a quorum if five (5) or more Presidency members are participating. Resolutions shall be passed by open voting, by simple majority. In the event of a tie vote, the resolution proposal shall be considered rejected.

17.5. Duties of the Presidency:

a) convening and preparing the General Assembly and preparing the documentation relating to the agenda;

b) preparation of the annual report made in accordance with the Accounting Act and the budget for the next year (ensuring a balance of income and expenditure), submitting them to the General Assembly, and monitoring their implementation;

c) making decisions about any savings by the Association;

d) approval of the internal regulations submitted as draft, by the Chief Secretary, and not mentioned in section 16.8;

e) making decisions about any written reports filed concerning alleged violations of competition law.

17.6. Duties of the President:

a) independent representation of the Association;

b) convening and conducting the meeting of the Presidency;

c) convening the General Assembly;

d) making decisions and taking measures between the Presidency meetings;

e) exercising the employer's rights over the employees of the Association and the fulfillment of the principal's tasks in respect of persons having an agency relationship with the Association (e.g., section 17.8);

f) any tasks referred to his/her competence by this Statutes of Incorporation, a decision by the General Assembly, or by internal regulations;

g) approval of the payments defined in the budget.

17.7. Tasks of the Vice-President:

a) in his/her absence, the President can be substituted by the Vice-President;

b) any task referred to the Vice-President's competence or sphere of responsibilities by the rules of operation of the Presidency.

17.7/A The Management Board:

17.7/A.1. The two-member Management Board is composed of the President and Vice-President of the Presidency of the Association, elected for three years.

17.7/A.2. The Management Board shall operate on the basis of an annual work schedule. It meets as necessary, but at least every second month. The Management Board must be convened within seven days if so requested by any member by indicating its purpose.

17.7/A.3. The Chairperson of the Hospital Section, the Chairman of the Supervisory Board and the Chief Secretary of the Association shall participate in the work of the Management Board by permanent invitation, in an advisory capacity.

17.7/A.4. The presence of both members of the Management Board is required for a quorum. It takes its decisions by a simple majority of votes.

17.7/A.5. Duties of the Management Board:

a) managing and executing the work of the Association in the period between the General Assembly meetings, approving the decisions and official position statements of the Hospital Section, and approving their communication to external bodies and partners;

b) Repealed by section 16 of the Amendment of the Statutes dated 18 February 2015;

c) providing for the implementation of the resolutions passed by the General Assembly, the Presidency, and the Management Board;

d) passing of a resolution, against which legal remedy is applicable, about the termination of membership or the exclusion of a member;

e) determining the annual membership fee payable by the members (section 22.2) and the membership fee payable by new members for the year of their admission (a fractional year) and the due date of such payment (section 22.4.);

f) supervising operation;

g) Repealed by section 16 of the Amendment of the Statutes dated 18 February 2015;

h) Repealed by section 16 of the Amendment of the Statutes dated 18 February 2015;

i) Repealed by section 3.4 of the Amendment to the Statutes dated 14 July 2021;

j) Repealed by section 16 of the Amendment of the Statutes dated 18 February 2015;

k) election of persons to be delegated by the Association for a predefined period to the executive committee and other work committees of the European Healthcare Distribution Association (GIRP), and designation of the persons representing the Association in person at GIRP programs;

By accepting this Statutes and by providing their personal data to the Association, the officers of the Association expressly consent to the processing of their personal data by the Association for the purposes of organizing travel on behalf of or organized by the Association (accommodation, flight and other ticket reservations, etc.) and to the extent necessary for the organization of travel for the purpose of making reservations. Where necessary, the member organization of the Association shall obtain the consent of the employees concerned in the cases covered by this point.

l) making decisions about the budgets of official missions;

m) choosing of the account-keeping bank;

n) taking action upon the violation of ethical rules within the framework of the Ethics Committee, as members of the Ethics Committee alongside the Chairperson of the Hospital Section.

17.7/B. Hospital Section

17.7/B.1. Repealed by section 3 of the Amendment of the Statutes dated 23 May 2018.

17.7/B.2. The task of the Hospital Section is to proceed in the interest of those member organizations of the Association that sell a considerable quantity of pharmaceutical products to hospitals and health institutions, and thereby to:

- ensure special professional representation, as an organization within the Association, during negotiations with the health government and towards manufacturers and professional partner organizations,

- elaborate opinions supported by special professional arguments and facilitate the enforcement of the interest of the member organizations involved in supply.

17.7/B.3. The Hospital Section operates on the basis of an annual work schedule. It meets as necessary, but at least twice a year. The Hospital Section must be convened within seven days if so requested by any of its members, by stating its purpose.

17.7/B.4. The Hospital Section meeting shall have a quorum if two or more committee members are present. It shall adopt decisions by a simple majority. In the event of a tie vote, the resolution proposal shall be considered rejected.

17.7/B.5. The written communication of the professional opinion or official position statement of the Hospital Section, approved by the Management Board, is subject to the joint signature of the President of the Association and the Chairperson of the Hospital Section.

17.7/B.6. Repealed by section 18 of the Amendment of the Statutes dated 18 February 2015.

17.7/C. Exclusions applicable to the members of the Presidency and the Management Board:

Persons:

- who are not of legal age;

- whose legal capacity necessary for making decisions is restricted;

- who were sentenced to imprisonment for any crime in a final verdict, until relieved from the negative consequences of having a criminal record

- who were disqualified by a final court decision

cannot be members of the Presidency or the Management Board.

The existence or later emergence of the exclusion must be immediately reported to the President of the Association.

If a natural person member of the Presidency or the Management Board acts on behalf of the legal person appointing him/her, the above rules are also applied to that person.

17.8. Duties of the Chief Secretary:

The Chief Secretary

- a) manages and organizes the operative activities of the Association;
- b) ensures the drawing up of the minutes of the General Assembly, Presidency, and Management Board meetings and provides information as necessary;
- c) coordinates the work of the Association's members;
- d) promotes the implementation of the decisions made by the General Assembly, the Presidency and the Management Board;
- e) liaises with national and international organizations and associations, in particular with the European Healthcare Distribution Association (GIRP); forwards information received from the GIRP to the members of the Association; and provides any data requested by the GIRP upon preliminary consent by the Presidency or the President;
- f) assumes responsibility for the business operations of the Association;
- g) Repealed by section 20 of the Amendment of the Statutes dated 18 February 2015;
- h) ensures the elaboration of internal regulations as necessary;
- i) carries out discussions with members requesting admission, and provides them with the necessary information;
- j) ensures that members adhere to the internal regulations, and devotes special attention to compliance with competition law and internal regulations.

17.9. Commitments

Commitments on behalf of the Association may be undertaken by:

- The President of the Association alone,
- Two members of the Presidency jointly.

17.10. Using experts

In line with the definition given in the rules of operation of the Association, expert working committees may be set up within the Presidency. The work of the Presidency may also be supported by external experts on a permanent or temporary basis. If the cost of this activity is not included in the budget plan for the year, the Management Board is entitled to order payment of an additional membership fee.

A membership fee supplement is a membership fee payable in addition to the annual membership fee under section 22 of the Statutes, which may be ordered by the Management Board to pay an expense not included in the budget for the year and which is subject to the prohibition on recovery of membership fees under section 14.2 of the Statutes.

18. Supervisory Board:

18.1. The Supervisory Board is a body composed of three members. Its members are elected by the General Assembly from the members of the Association, their employees and executive officers, for a term of three years. Persons who are an elected member of the Presidency or the Management Board or the Hospital Section may not be a member of the Supervisory Board. Persons subject to any exclusion applicable to the members of the Presidency or the Management Board, or whose relative is an executive officer of the Association, may not be a member of the Supervisory Board.

18.2. At its first meeting, the Supervisory Board elects a Chairman and adopts its rules of operation and annual work program. The Supervisory Board meets twice a year but has to be convened as necessary upon the written request of any member.

18.3. The Supervisory Board is responsible for monitoring the implementation of the decisions made by the General Assembly, the Presidency, the Management Board and the Hospital Section, and for making sure that the operation of the Association and its organs is in conformity with this Statutes, and that the accounting, financial and procedural laws are observed.

The Supervisory Board passes its resolutions by a majority of votes. The presence of all three members is required for a quorum.

For any loss caused to the Association by failure to fulfill or properly fulfill their inspection obligations, the Supervisory Board members shall be liable to the Association in accordance with the rules of liability for loss caused by breach of contract.

18.4. Repealed by section 22 of the Amendment of the Statutes dated 18 February 2015.

18.5. The Supervisory Board monitors compliance with ethical, competition law, and other regulations within the Association and takes the necessary legal action in the event of violations.

19. Repealed by Resolution No. 1 passed by the General Assembly on 04 December 2002.

V. Revenues

20. Revenues of the Association:

- admission fees,
- annual membership fees,
- income from the provision of services.

21. The amount of the admission fee:

One-time fixed fee HUF 50,000

22. Amount and due date of the annual membership fee:

22.1. All members are obliged to report in writing their net sales revenue from pharmacy and hospital sales in the previous year, by 28 February of the current year at latest. The Chief Secretary may shorten the above final reporting deadline by a written notice to the members. In respect of the self-reported form, the Presidency may require further information and data, where justified.

22.2. The members' membership fee is determined by the Management Board, revised on a yearly basis, and is approved by the General Assembly within the framework of the next year's budget (16.8/d), as follows:

a, for each member, on the basis of each one billion HUF of the net sales revenue from the previous year's pharmacy and hospital sales and on the basis of the Association's budget approved for the respective year, in such a way that the membership fee shall be two hundred thousand HUF up to the first ten billion HUF net sales revenue, and shall be approved in accordance with the approved budget for each one billion HUF above the net sales revenue of ten billion HUF;

22.3. Each member shall pay the membership fee for the first six months of the year against the Association's invoice on the basis of the previous year's membership fee, serving as the basis, by 28 February of the current year, and shall pay the membership fee for the second six months, adjusted on the basis of the sales data for the previous year, by 30 June of the current year.

22.4. The amount and scheduling of membership fee payment by a new member joining the Association during the year (i.e., for a fractional year) will be determined by the Management Board in accordance with the above.

V. Final Provisions

23. The members of the Presidency, the Management Board, and the Supervisory Board may be reelected and may be removed at any time.

The office of the Presidency and, within this, the member of the Management Board shall terminate

- a) upon expiry of the term of office;
- b) upon the occurrence of a condition for termination;
- c) by recalling;
- d) by resignation;
- e) upon their death or the termination of their employer taking part in the Association as a member;
- f) upon the limitation of their capacity;
- g) upon the occurrence of a reason for exclusion or conflict of interest;

Reasons for recalling as per section c) may include cases when

- the recall of an executive officer is requested by its employer being a member of the Association in a written request with reasoning, submitted to the General Assembly;
- the General Assembly's resolution giving the reasons determines loss of confidence in the executive officer.

The above shall also be applicable as appropriate to the members of the Hospital Section and the Supervisory Board and to the permanent Auditor.

24. The assets of the Association are primarily composed of the membership fees payable by the members.

25. The Association will be liable for its obligations primarily with its assets. Apart from the one-off admission fees and the membership fees, the members shall not be liable for the debts of the Association with their own property.

26. The Association became a legal person upon its registration by the Municipal Court of Budapest. Any change in the name, headquarters, or representative of the Association, or in any other provision of its Statutes, has to be reported to the Municipal Court of Budapest.

27. The Association will cease to exist:

- a) by legal succession if it merges with another association or demerges into several associations;
- b) without legal succession, if the General Assembly announces its termination or if terminated by the competent body and, in both cases, the Association is deleted by the Court from its registry.

The Association shall also cease to exist without a legal successor if it has achieved its objective or the achievement of its objective is no longer possible and no new objective has been defined, and if the number of its members is less than two for a period of at least six months.

28. Matters not regulated in this Statutes shall be governed by the provisions of Act V of 2013 (Civil Code) and Act CLXXV of 2011.

I hereby certify that the restated text of this Statutes corresponds to the current valid contents containing the revisions.

Budapest, 26 May 2025

Tamás Kaló
President

ENDORSEMENT:

THE UNDERSIGNED DR. KRISZTINA BAFFI, LAWYER (KASZ [CHAMBER ID] NO.: 36056666, BAFFI ÜGYVÉDI IRODA [BAFFI LAW OFFICE], H-1118 BUDAPEST, VILLÁNYI ÚT 47.) - ACTING ON BEHALF OF DR. PÉTER PEREMICZKI, LAWYER (KASZ [CHAMBER ID]: 36067060; PEREMICZKI PÉTER ÜGYVÉDI IRODA [PEREMICZKI PÉTER LAW OFFICE], H-1124 BUDAPEST, LEVENDULA UTCA 10. 1. FLOOR 1.) - ACTING AS THE LEGAL REPRESENTATIVE OF THE HUNGARIAN ASSOCIATION OF PHARMACEUTICAL WHOLESALERS, HEREBY CERTIFIES THAT THE TEXT OF THIS STATUTES, WHICH HAS BEEN CONSOLIDATED, CORRESPONDS TO THE TEXT AND CONTENT OF THE STATUTES IN FORCE ON THE BASIS OF THE AMENDMENTS THERETO DATED MAY 26, 2025.

Budapest, 26 May 2025

*DR. PÉTER PEREMICZKI, LAWYER
REPRESENTED BY
DR. KRISZTINA BAFFI, LAWYER*

Done and countersigned in Budapest, May 26, 2025:
Dr. Krisztina Baffi, Lawyer
Baffi Ügyvédi Iroda [Baffi Law Office]
KASZ [Chamber ID]: 36056666
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Countersigned in Budapest, May 26, 2025:
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