

## Resolutions of the Annual General Meeting of RÁBA Plc. on April 24, 2008

RÁBA Plc. informs its shareholders that the Annual General Meeting announced for April 24, 2008 had no quorum since 47.72% of the shareholders of the voting shares were present. The repeated Annual General Meeting – had quorum independently of the number of attendees - (participation rate: 36.62%) took place according to the previously announced agenda. The AGM passed the following resolutions:

### **Resolution 1/2008.04.24. of the AGM**

The AGM approves the report of the Board of Directors on the results of the 2007 operations and financial position of Rába Plc. as in the proposal.

Total number of votes: 4,723,688, from which vote "yes" 4,723,688, vote "no" 0, "abstention" 0, proportional number of votes: 100%

### **Resolution 2/2008.04.24. of the AGM**

Based on the review by the Supervisory Board, the report of the auditor and the figures in the 2007 annual report, the General Meeting approves the individual and consolidated balance sheet of Rába Nyrt. for 2007 as set forth in the proposal and as follows:

A./

The AGM approves the individual balance sheet, drawn up as per the Hungarian Act on Accounting, with a corresponding balance-sheet total of assets and liabilities that is HUF 23,416,265 thousand, and a profit after taxation of HUF 384,695 thousand.

B./

The AGM approves the consolidated balance sheet, drawn up as per the International Financial Reporting Standards, with a corresponding balance-sheet total of assets and liabilities that is HUF 42,505,559 thousand, and a profit after taxation of HUF 1,413,789 thousand.

Total number of votes: 4,723,688, from which vote "yes" 4,723,688, vote "no" 0, "abstention" 0, proportional number of votes: 100%

### **Resolution 3/2008.04.24. of the AGM**

Based on the proposal of the Board of Directors, the General Meeting resolves that the Company does not pay dividend, and places the profit after taxation into profit reserves.

Total number of votes: 4,723,688, from which vote "yes" 4,723,688, vote "no" 0, "abstention" 0, proportional number of votes: 100%

### **Resolution 4/2008.04.24. of the AGM**

With regard to the preliminary approval by the Supervisory Board, the General Meeting approves the Report on Corporate Governance and the Corporate Governance Declaration as per the proposal.

Total number of votes: 4,723,688, from which vote "yes" 4,688,584, vote "no" 0, "abstention" 35,104, proportional number of votes: 74%

### **Resolution 5/2008.04.24. of the AGM**

The General Meeting did not approve the proposed resolution on the registered capital increase.

Total number of votes: 4,723,688, from which vote "yes" 1,482,764, vote "no" 2,583,310, "abstention" 657,614, proportional number of votes: 54.69%

### **Resolution 6/2008.04.24. of the AGM**

The General Meeting resolves that it cancels its resolution No. 4/2007.04.26. and authorizes the Board of Directors to acquire own shares in frame of stock transaction with a face value of HUF 1000 each registered dematerialized ordinary shares, from the Company's assets above the share capital in accordance with paragraphs 223 and 224 of the Company Act in order to safeguard the share price and facilitate the achievement of the strategic objectives of the Company and/or to ensure the quantity of shares necessary for the MSOIP (can not concern in this scope the lending of own shares – which is regulated in the Capital Market Act item No. 168.-, neither repurchase or alienation with reserve of power of purchase.)

The total accumulated face value of the own shares acquired or owned by the Company - inclusive of the quantity of own shares necessary for the MSOIP - may never exceed the 15 % of the ever existing registered capital.

The own shares may be acquired with 18 months from the date of resolution.

The minimum purchase price shall be no less than the face value of the shares, and the maximum purchase price shall be no more than the closing trading price before the day of the acquisition +10%.

Total number of votes: 4,723,688, from which vote "yes" 4,352,764, vote "no" 0, "abstention" 370.924, proportional number of votes: 92.15%

### **Resolution 7/2008.04.24. of the AGM on the amendment of the Articles of Association**

The Annual General Meeting approves the amendment of the Articles of Association according to the proposal as follows:

"5. The Company's scope of activities.

Original:

New:

<u>According to TEÁOR '03</u>	<u>According to TEÁOR '08</u>
22.13 Publication of periodicals	58.14 Publication of journals, periodicals
50.10 Motor vehicle trade	45.11 Passenger car- , light automotive vehicle trade 45.19 Other motor vehicle trade
50.30 Motor vehicle parts trade	45.31 Motor vehicle parts whole sale 45.32 Motor vehicle parts retail trade
51.57 Wholesale of waste materials	46.77 Wholesale of waste materials
51.86 Wholesale of other electronic parts;	46.52 Wholesale of electronic, telecommunication facilities and parts thereof
51.87 Wholesale of other industrial, trade and navigation equipment	46.69 Wholesale of other equipments, facilities
51.90 Other wholesale	46.90 Wholesale of miscellaneous goods
65.21 Financial leasing	64.91 Financial leasing
65.22 Other lending activity	64.92 Other loan lending activity
70.11 Real estate investment and sale	41.10 Organization of building construction projects
70.20 Property rental and management	68.20 Rental and management of private real estate
72.10 Hardware consulting	62.02 Information technology consulting
72.22 Other software consulting and supply	62.01 Computer programming 62.02 Information technology consulting 62.09 Other information technology services

73.10 Engineering, research and development	72.19 Other natural scientific, engineering, research and development
74.12 Accounting and tax advisory activity, with the exception of auditing activities	69.20 Accounting, auditing and tax advisory activity, (with the exception of auditing activities)
74.14 Administrative consulting	70.21 PR, communication 70.22 Administrative, other management consulting 74.90 Other, non-classified professional, scientific, engineering activity 85.60 Supplementary activity to education
74.15 Asset management – core activity	64.20 Asset management (holding) 70.10 Business management – core activity
74.20 Engineering activity, consulting	71.11 Architect engineering activity 71.12 Engineering activity, engineering consulting 74.90 Other, non-classified professional, scientific, engineering activity
74.30 Engineering tests and analyses	71.20 Engineering tests and analyses
74.87 Other, non-classified business services;	63.99 Other, non-classified information services 74.90 Other, non-classified professional, scientific, engineering activity 77.40 Lending of immaterial assets 82.30 Organization of conferences and exhibits 82.99 Other, non-classified supplementary business Services
80.42 Other, non-classified adult and other education	85.32 Professional secondary education 85.59 Other, non-classified education
92.51 Library, archiving activity	91.01 Library, archiving activity

Under 64.91 - Financial leasing and 64.92 - Other loan lending activity, the Company is engaged solely in lending, guarantee and financial leasing activities between the Company and the enterprises under its control, not subject to a licence and not regarded as financial leasing or lending activities pursuant to Annex 2 of Act CXII of 1996 on lending institutions and financial enterprises.

Article 13                    The competence of the General Meeting  
In Article 13.h. instead of “decision about the approval of the enterprise corporate governance report” “decision about the approval of the corporate governance report”

Article 16                    Convocation of the General Meeting of Shareholders  
Article 16.5 is deleted  
“16.5 The documents to be inspected by the shareholders in the case of an annual general meeting of shareholder shall include the balance sheet, the profit and loss account for the previous year, the reports of the Board of Directors, the Supervisory Board and of the auditor for the previous year, together with the comments to the balance sheet and other proposals for the general meeting in the case of all general meetings. Written proposals can be inspected at the seat of the Company from the 15<sup>th</sup> day preceding the general meeting.” (the number of item 16.6 will change to number 16.5)”

Total number of votes: 4,723,688, from which vote "yes" 4,610,073, vote "no" 50,603, "abstention" 63,012, proportional number of votes: 97.59%

**Resolution 8/2008.04.24. of the AGM**

The General Meeting resolves to integrate the amendments to the Articles of Association of RÁBA Plc which were accepted under resolution 8/2008.04.24 and approves the consolidated version thereof.

Total number of votes: 4,723,688, from which vote "yes" 4,717,868, vote "no" 0, "abstention" 5,820, proportional number of votes: 99.88%

**Resolution 9/2008.04.24. of the AGM**

The General Meeting resolves that the Board of Directors consists 7 Board Members within the confines of the number given in the Articles of Association.

Total number of votes: 4,723,688, from which vote "yes" 4,357,868, vote "no" 30,000, "abstention" 335,820, proportional number of votes: 92.96%

**Resolution 10/2008.04.24. of the AGM**

The General Meeting elects Mr. GÁBOR FÖLDVÁRI as a member of the Board of Directors for the period ending with the annual general meeting closing the 2012 business year, until April 30, 2013, the latest.

Total number of votes: 4,723,688, from which vote "yes" 3,233,759 vote "no" 1,398,402, "abstention" 91,527, proportional number of votes 68.46%

**Resolution 11/2008.04.24. of the AGM**

The General Meeting elects Mr. DR. ÁDÁM SÁNDOR FINTHA-NAGY as a member of the Board of Directors for the period ending with the annual general meeting closing the 2012 business year, until April 30, 2013, the latest.

Total number of votes: 4,723,688, from which vote "yes" 3,233,759 vote "no" 1,398,402, "abstention" 91,527, proportional number of votes 68.46%

**Resolution 12/2008.04.24. of the AGM**

The General Meeting re-elects Mr. ISTVÁN PINTÉR as a member of the Board of Directors for the period ending with the annual general meeting closing the 2012 business year, until April 30, 2013, the latest.

Total number of votes: 4,723,688, from which vote "yes" 4,717,868 vote "no" 0, "abstention" 5,820, proportional number of votes: 99.88%

**Resolution 13/2008.04.24. of the AGM**

The General Meeting re-elects Mr. RÓBERT HRABOVSKI as a member of the Board of Directors for the period ending with the annual general meeting closing the 2012 business year, until April 30, 2013, the latest.

Total number of votes: 4,723,688, from which vote "yes" 4,542,720 vote "no" 39,798, "abstention" 141,170, proportional number of votes: 96.17%

Mr. Lajos Horváth, the member of the Supervisory Board of the Company resigned his membership in the Supervisory Board existing since April 23, 2003. After his resignation the Supervisory Board has got only 2 members. About the election of the third member of the Supervisory Board the General Meeting passed the following resolution:

**Resolution 14/2008.04.24. of the AGM**

The General Meeting elects Mr. ANDRÁS LOVAS-ROMVÁRY as a member of the Supervisory Board for the period ending with the annual general meeting closing the 2008 business year, until April 30, 2009, the latest. The elected Supervisory Board member pursuant to the regulation No. 23.4/a of the Articles of Association will be simultaneously member of the Audit Committee.

Total number of votes: 4,701,600, from which vote "yes" 2,861,930 vote "no" 433,226, "abstention" 1,406,444, proportional number of votes: 60.87%

**Resolution 15/2008.04.24. of the AGM**

The general meeting appointed KPMG Hungária Ltd. as auditor until the general meeting closing the financial year 2008. Mr. Dr. Eperjesi Ferenc (registered number: 003161) is the auditor in charge on behalf of the appointed company. The general meeting authorizes the Chairman of the Board of Directors and the CEO of the company to execute a contract with the auditor for the period of the appointment at an auditor fee of HUF 25 million + VAT.

Total number of votes: 4,723,688, from which vote "yes" 4,682,764 vote "no" 0, "abstention" 40,924, proportional number of votes: 99.13%

Board of Directors of Rába Plc.