

Resolutions of the Annual General Meeting of RÁBA Plc. on April 23, 2009

RÁBA Plc. informs its shareholders that the Annual General Meeting announced for April 23, 2009 had quorum since 55.62% of the shareholders of the voting shares were present. The Annual General Meeting took place according to the previously announced agenda. The AGM passed the following resolutions:

Resolution 1/2009.04.23 of the AGM

The AGM approves the report of the Board of Directors on the results of the 2008 operations and financial position of Rába Plc. as in the proposal.

Total number of votes: 6,977,686, from which vote "yes" 4,957,797, vote "no" 1,054,256, "abstention" 914,788, "did not vote" 50,845, proportional number of votes: 71.05%

Resolution 2/2009.04.23 of the AGM

Based on the review by the Supervisory Board, the report of the auditor and the figures in the 2008 annual report, the General Meeting approves the individual and consolidated balance sheet of Rába Nyrt. for 2008 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 22,545,624 thousand, and a profit after taxation of HUF -1,000,639 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 41,045,324 thousand, and a profit after taxation of HUF -5,098,227 thousand.

Total number of votes: 6,977,686, from which vote "yes" 4,385,941, vote "no" 1,097,504, "abstention" 877,550, "did not vote" 616,691, proportional number of votes: 62.86%

Resolution 3/2009.04.23 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: 6,977,686, from which vote "yes" 4,994,310, vote "no" 624,819, "abstention" 1,307,712, "did not vote" 50,845, proportional number of votes: 71.58%

Resolution 4/2009.04.23 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: 6,977,686, from which vote "yes" 4,071,239, vote "no" 1,054,256, "abstention" 1,801,346, "did not vote" 50,845, proportional number of votes: 58.35%

Resolution 5/2009.04.23 of the AGM

The General Meeting resolves to cancel its resolution No. 6/2008.04.24. and authorize the Board of Directors to acquire own shares, through stock market transactions, 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.

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

The minimum purchase price shall be no less than the stock exchange average price - 10% before the day of the acquisition while the maximum purchase price shall be no more than the stock exchange closing price +10% before the day of the acquisition.

Total number of votes: 6,977,686, from which vote "yes" 3,917,163, vote "no" 1,931,806, "abstention" 461,182, "did not vote" 667,535, proportional number of votes: 56.14%

Resolution 6/2009.04.23 of the AGM on the amendment of the Articles of Association

In accordance with the proposal, the General Meeting approves the amendment of the Articles of Association as follows:

Amendment of the *Chapter title* standing above Article 10

Wording in effect:	Proposed Amendment:
Rules for the takeover of the Company	„Rules for the acquisition of influencing interest and the takeover of the Company”

Amendment to Article 10

Wording in effect:	Proposed amendment:
10. Share purchase through public purchase offer	The acquisition of influencing interest and the takeover of the Company shall be governed by the ever prevailing provisions of the Act on Capital Market.
10.1 As long as the Company is publicly listed, the direct or indirect acquisition of its voting shares in excess of the extent set forth in Act CXX of 2001 (Tpt.) via share transfer requires a public purchase offer to be made for all voting shares of the Company to all shareholders with a voting right in the Company.	Article 10.1 deleted
10.2 In the purchase offer, the price of the shares to be purchased may not be lower than the highest amount of the following: (i) the weighted stock exchange average price of the share during the 180 days preceding the filing of the purchase offer with the State Supervision of Financial Organisations (PSZÁF), (ii) the highest price of the transfer agreement concluded by the bidder and the related persons in exchange for a consideration for the shares of the Company within 180 days preceding the filing of the purchase offer, (iii) or upon enforcement of the purchase, repurchase right, the sum of the draw-down price and the fee of the contract;	Article 10.2 deleted
10.3 The takeover of the Company will otherwise be governed by the provisions of the Tpt.	Article 10.3 deleted

Total number of votes: 6,977,686, from which vote "yes" 5,879,989, vote "no" 0, "abstention" 430,162, "did not vote" 667,535, proportional number of votes: 84.27%

Resolution 7/2009.04.23 of the AGM

The General Meeting resolves to integrate the amendments to the Articles of Association of RÁBA Plc which were accepted under resolution 6/2009.04.23 and approves the consolidated version

thereof. The General Meeting authorizes the Company's attorney at law to set the consolidated memorandum and countersign it as an attorney at law.

Total number of votes: 6,977,686, from which vote "yes" 6,496,679, vote "no" 0, "abstention" 430,162, "did not vote" 50,845, proportional number of votes: 93.11%

Resolution 8/2009.04.23 of the AGM

The General Meeting re-elects Mr. Khalid Abdol Rahman as member of the Board of Directors for the period ending with the annual general meeting closing the 2013 business year, until April 30, 2014, the latest.

Total number of votes: 6,977,686, from which vote "yes" 6,962,674, vote "no" 0, "abstention" 15,012, "did not vote" 0, proportional number of votes: 99.78%

Resolution 9/2009.04.23 of the AGM

The General Meeting re-elects Mr. Olivér Imre Martin as member of the Board of Directors for the period ending with the annual general meeting closing the 2013 business year, until April 30, 2014, the latest.

Total number of votes: 6,977,686, from which vote "yes" 4,526,438, vote "no" 1,975,054, "abstention" 476,194, "did not vote" 0, proportional number of votes: 64.87%

Resolution 10/2009.04.23 of the AGM

The General Meeting re-elects Mr. Alan Frederick Spencer as member of the Board of Directors for the period ending with the annual general meeting closing the 2013 business year, until April 30, 2014, the latest.

Total number of votes: 6,977,686, from which vote "yes" 4,999,848, vote "no" 0, "abstention" 1,977,838, "did not vote" 0, proportional number of votes 71.65%

Resolution 11/2009.04.23 of the AGM

The General Meeting re-elects Mr. János Benedek dr. as member of the Supervisory Board and simultaneously the Audit Committee pursuant to the regulation No. 23.4/a of the Articles of Association for the period ending with the annual general meeting closing the 2013 business year, until April 30, 2014, the latest.

Total number of votes: 6,977,686, from which vote "yes" 5,008,642, vote "no" 1,969,044, "abstention" 0, "did not vote" 0, proportional number of votes 71.78%

Resolution 12/2009.04.23 of the AGM

The General Meeting does not elect Mr. András Lovas-Romváry as member of the Supervisory Board and the Audit Committee.

Total number of votes: 6,977,686, from which vote "yes" 2,459,570, vote "no" 3,834,675, "abstention" 683,441, "did not vote" 0, proportional number of votes "no": 54.96%

Resolution 13/2009.04.23 of the AGM

The General Meeting re-elects Mr. Zoltán Varga as member of the Supervisory Board and simultaneously the Audit Committee pursuant to the regulation No. 23.4/a of the Articles of Association for the period ending with the annual general meeting closing the 2013 business year, until April 30, 2014, the latest.

Total number of votes: 6,977,686, from which vote "yes" 3,861,021, vote "no" 1,875,880, "abstention" 1,240,785, "did not vote" 0, proportional number of votes: 55.33%

Resolution 14/2009.04.23 of the AGM

The General Meeting elects Mr. Balázs Sándorfi as member of the Supervisory Board and simultaneously the Audit Committee pursuant to the regulation No. 23.4/a of the Articles of Association for the period ending with the annual general meeting closing the 2013 business year, until April 30, 2014, the latest.

Total number of votes: 6,977,686, from which vote "yes" 3,727,689, vote "no" 1,726,328, "abstention" 1,523,669, "did not vote" 0, proportional number of votes: 53.42%

Resolution 15/2009.04.23 of the AGM

The General Meeting appoints Deloitte Könyvvizsgáló és Tanácsadó Kft as auditor until the general meeting closing the financial year 2008. Ms. Judit Ladó (registered number: 003510) is the auditor in charge on behalf of the appointed company. The general meeting authorise 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 24 million + VAT.

Total number of votes: 6,977,686, from which vote "yes" 5,360,734, vote "no" 935,278, "abstention" 630,104, "did not vote" 51,570, proportional number of votes: 76.83%

Board of Directors of Rába Plc.