



**Resolutions of the Annual General Meeting of RÁBA Plc.
on April 29, 2010**

RÁBA Plc. informs its shareholders that the Annual General Meeting announced for April 29, 2010 had no quorum since 38.75% of the shareholders of the voting shares were present. The repeated Annual General Meeting – had quorum independently of the number of attendees - (participation rate: 39.02%) took place according to the previously announced agenda. The AGM passed the following resolutions:

Resolution 1/2010.04.29 of the AGM

The General Meeting approves the report of the Board of Directors on the results of the 2009 operations and financial position of Rába Plc. as in the proposal.

Total number of votes: 4,897,126, from which vote "yes" 4,733,388, vote "no" 0, "abstention" 0, "did not vote" 163,738, proportional number of votes: 96.66%; proportional number of votes compared to share capital: 35.13%

Resolution 2/2010.04.29 of the AGM

Based on the review by the Supervisory Board, the report of the auditor and the figures in the 2009 annual report, the General Meeting approves the individual and consolidated balance sheet of Rába Nyrt. for 2009 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 18,709,810 thousand, and a profit after taxation of HUF -1,671,215 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 32,423,097 thousand, and a profit after taxation of HUF -700,645 thousand.

Total number of votes: 4,897,126, from which vote "yes" 4,738,388, vote "no" 95,000, "abstention" 0, "did not vote" 63,738, proportional number of votes: 96.76%; proportional number of votes compared to share capital: 35.17%

Resolution 3/2010.04.29 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: 4,897,126, from which vote "yes" 4,833,388, vote "no" 0, "abstention" 0, "did not vote" 63,738, proportional number of votes: 98.70%; proportional number of votes compared to share capital: 35.87%

Resolution 4/2010.04.29 of the AGM

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

Total number of votes: 4,897,126, from which vote "yes" 4,833,388, vote "no" 0, "abstention" 0, "did not vote" 63,738, proportional number of votes: 98.70%; proportional number of votes compared to share capital: 35.87%



Resolution 5/2010.04.29 of the AGM

The General Meeting authorizes the Company to extend the time period of MSOIP started on July 1, 2006 until June 30, 2014 and restart the tranche 3 under unchanged conditions as of January 1, 2012.

Total number of votes: 4,897,126, from which vote "yes" 4,132,736, vote "no" 0, "abstention" 700,652, "did not vote" 63,738, proportional number of votes: 84.39%; proportional number of votes compared to share capital: 30.67%

Resolution 6/2010.04.29 of the AGM

Simultaneously with the termination of its resolution No. 5/2009.04.23 being in force at present, the General Meeting resolves to authorize, under unchanged conditions as previously, the Board of Directors to acquire own shares, through stock market transactions, with a face value of HUF 1,000 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 volume of shares necessary for the MSOIP.

The total accumulated face value of the own shares owned by the Company - inclusive of the volume of own shares necessary for the MSOIP - may never exceed the 15 per cent of the ever existing registered capital.

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

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

Total number of votes: 4,897,126, from which vote "yes" 4,833,388, vote "no" 0, "abstention" 0, "did not vote" 63,738, proportional number of votes: 98.70%; proportional number of votes compared to share capital: 35.87%

Resolution 7/2010.04.29 of the AGM

The General Meeting approves the amendment of the Articles of Association in accordance with the proposal.

Total number of votes: 4,897,126, from which vote "yes" 4,715,276, vote "no" 0, "abstention" 83,962, "did not vote" 97,888, proportional number of votes: 96.29%; proportional number of votes compared to share capital: 35.00%

Resolution 8/2010.04.29 of the AGM

The General Meeting resolves to integrate the amendments to the Articles of Association of RÁBA Plc which were accepted under resolution 7/2010.04.29 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: 4,897,126, from which vote "yes" 4,799,238, vote "no" 0, "abstention" 0, "did not vote" 97,888, proportional number of votes: 98.00%; proportional number of votes compared to share capital: 35.62%

Resolution 9/2010.04.29 of the AGM

The General Meeting appoints Deloitte Könyvvizsgáló és Tanácsadó Kft. as auditor until the general meeting closing the financial year 2010. Ms. Szilvia Binder (registered number: 003801) is the auditor in charge on behalf of the appointed company. The general meeting authorises the Chair-



man-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: 4,897,126, from which vote "yes" 4,793,838, vote "no" 0, "abstention" 5,400, "did not vote" 97,888, proportional number of votes: 97.89%; proportional number of votes compared to share capital: 35.58%

Board of Directors of Rába Plc.