



Resolutions of RÁBA Nyrt's Annual General Meeting held on April 17, 2014

RÁBA Nyrt informs its shareholders that the Annual General Meeting convoked for April 17, 2014 had quorum since 95.15% 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 1/2014.04.17 of the AGM

The General Meeting approves the report of the Board of Directors on the Company's business operations in the financial year 2013 as in the proposal.

Total number of votes: 10,301,261, from which vote "yes" 10,140,100, vote "no" 161,161, "abstention" 0, "did not vote" 0, proportional number of votes: 98.436%; proportional number of votes compared to share capital: 75.260%

Resolution 2/2014.04.17 of the AGM

Based on the review by the Supervisory Board, the report of the auditor and the figures in the 2013 annual report, the General Meeting approves the individual and consolidated balance sheet of Rába Nyrt. for 2013 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 19,862,088 thousand, and a balance sheet profit of HUF 370,911 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 33,130,378 thousand, and a total comprehensive profit for the year of HUF 2,669,328 thousand.

Total number of votes: 10,301,261, from which vote "yes" 10,129,000, vote "no" 172,261, "abstention" 0, "did not vote" 0, proportional number of votes: 98.328%; proportional number of votes compared to share capital: 75.178%

Resolution 3/2014.04.17 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: 10,301,261, from which vote "yes" 10,129,000, vote "no" 172,261, "abstention" 0, "did not vote" 0, proportional number of votes: 98.328%; proportional number of votes compared to share capital: 75.178%

Resolution 4/2014.04.17 of the AGM

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

Total number of votes: 10,301,261, from which vote "yes" 10,129,000, vote "no" 172,261, "abstention" 0, "did not vote" 0, proportional number of votes: 98.328%; proportional number of votes compared to share capital: 75.178%



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Resolution 5/2014.04.17 of the AGM

Based on the assessment of the activity of the Board of Directors in FY 2013 according to the Article 13 (v) of the Articles of Association, the General Meeting grants the discharge of liability to the Members of the Board of Directors according to the Paragraph 30 (5) of the Company Act.

Total number of votes: 10,301,261, from which vote "yes" 10,121,500, vote "no" 172,261, "abstention" 7,500, "did not vote" 0, proportional number of votes: 98.255%; proportional number of votes compared to share capital: 75.122%

Resolution 6/2014.04.17 of the AGM

In accordance with the proposal, the General Meeting approves the amendment of the Articles of Association and requests the CEO of the Company to set the consolidated memorandum and file it with the Court of Registration.

Total number of votes: 10,301,261, from which vote "yes" 10,199,646, vote "no" 0, "abstention" 23,107, "did not vote" 78,508, proportional number of votes: 99.774%; proportional number of votes compared to share capital: 75.702%

Resolution 7/2014.04.17 of the AGM

According to the Paragraph 12 of the Act CLXXVII of 2013 on the Entry into Force of the Civil Code (Ptk) the General Meeting resolves that the Company continues its operation pursuant to and under the Act V of 2013 (the Civil Code).

Total number of votes: 10,301,261, from which vote "yes" 10,293,357, vote "no" 0, "abstention" 7,800, "did not vote" 104, proportional number of votes: 99.924%; proportional number of votes compared to share capital: 76.397%

Resolution 8/2014.04.17 of the AGM

The General Meeting resolves to authorize the Board of Directors to acquire, through stock market transactions, 150,000 pcs own shares, with a face value of HUF 1,000 each registered dematerialized ordinary shares, from the Company's assets above the share capital, according to the Paragraphs 3:222 and 3:223 of the Act V of 2013 in order to safeguard the share price and/or facilitate the achievement of the strategic objectives of the Company.

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 weighted with the trading volume -10 per cent of five trading days before the acquisition while the maximum purchase price shall be no more than the stock exchange average price weighted with the trading volume +10 per cent of five trading days before the acquisition.

Total number of votes: 10,301,261, from which vote "yes" 10,295,324, vote "no" 0, "abstention" 5,833, "did not vote" 104, proportional number of votes: 99.943%; proportional number of votes compared to share capital: 76.412%

Resolution 9/2014.04.17 of the AGM

The General Meeting authorizes the Company to extend the time period of Management Incentive Share Option Program expiring on June 30, 2014 until June 30, 2016 under unchanged conditions.

Total number of votes: 10,301,261, from which vote "yes" 10,121,356, vote "no" 179,801, "abstention" 0, "did not vote" 104, proportional number of votes: 98.255%; proportional number of votes compared to share capital: 75.121%



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Resolution 10/2014.04.17 of the AGM

The General Meeting re-elects ALAN SPENCER as a member of the Board of Directors as of the day following the day of the General Meeting for 5 years, i.e. as of April 18, 2014 for the period ending with the annual general meeting closing the business year 2018, until April 18, 2019, the latest with the same remuneration as the other Board members.

Total number of votes: 10,301,261, from which vote "yes" 10,213,393, vote "no" 87,764, "abstention" 0, "did not vote" 104, proportional number of votes: 99.148%; proportional number of votes compared to share capital: 75.804%

Resolution 11/2014.04.17 of the AGM

The General Meeting appoints Deloitte Könyvvizsgáló és Tanácsadó Kft. as auditor for the period ending with the annual general meeting closing the financial year 2014, until April 30, 2015, the latest. Ms. Szilvia Binder (registered number: 003801) is the auditor in charge on behalf of the appointed company. The General Meeting authorises the Chairman-CEO of the company to conclude a contract with the auditor for the period of the appointment at an auditor fee of HUF 12.5 million + VAT.

Total number of votes: 10,301,261, from which vote "yes" 10,129,000, vote "no" 166,324, "abstention" 0, "did not vote" 5,937, proportional number of votes: 98.384%; proportional number of votes compared to share capital: 75.178%

Board of Directors of RÁBA Nyrt