



Resolutions of Rába Nyrt's Annual General Meeting held on April 16, 2015

RÁBA Nyrt informs its shareholders that the Annual General Meeting convoked for April 16, 2015 had quorum since 78.845% 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 1/2015.04.16 of the AGM

The General Meeting approves the report of the Board of Directors on the Company's business operations in the financial year 2014 as in the proposal.

Total number of votes: 10,287,244, from which vote "yes" 10,153,163, vote "no" 134,081, "abstention" 0, "did not vote" 0, proportional number of votes: 98.697%; proportional number of votes compared to share capital: 75.357%

Resolution 2/2015.04.16 of the AGM

Based on the review by the Supervisory Board, the report of the auditor and the figures in the 2014 annual report, the General Meeting approves the individual and consolidated balance sheet of Rába Nyrt. for 2014 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 18,575,391 thousand, and a balance sheet profit of HUF -298,444 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 36,251,928 thousand, and a total comprehensive profit for the year of HUF 871,437 thousand.

Total number of votes: 10,287,244, from which vote "yes" 10,153,163, vote "no" 134,081, "abstention" 0, "did not vote" 0, proportional number of votes: 98.697%; proportional number of votes compared to share capital: 75.357%

Resolution 3/2015.04.16 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: 10,287,244, from which vote "yes" 10,153,163, vote "no" 134,081, "abstention" 0, "did not vote" 0, proportional number of votes: 98.697%; proportional number of votes compared to share capital: 75.357%

Resolution 4/2015.04.16 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: 10,287,244, from which vote "yes" 10,153,163, vote "no" 134,081, "abstention" 0, "did not vote" 0, proportional number of votes: 98.697%; proportional number of votes compared to share capital: 75.357%

Resolution 5/2015.04.16 of the AGM

Based on the assessment of the activity of the Board of Directors in FY 2014 according to the Article 13 (v) of the Articles of Association, the General Meeting does not grant the discharge of liability to the Members of the Board of Directors according to Article 3:117 (1) of the Civil Code.



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Total number of votes: 10,287,244, from which vote "yes" 152,298, vote "no" 10,134,946, "abstention" 0, "did not vote" 0, proportional number of vote "no": 98.520%; proportional number of vote "no" compared to share capital: 75.222%

Resolution 6/2015.04.16 of the AGM

Simultaneously with the termination of its resolution No. 8/2014.04.17 on acquisition of own shares, being in force at present, 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: 10,287,244, from which vote "yes" 10,287,244, vote "no" 0, "abstention" 0, "did not vote" 0, proportional number of votes: 100%; proportional number of votes compared to share capital: 76.352%

Resolution 7/2015.04.16 of the AGM

The General Meeting resolves to recall dr. József Steigler from the Board of Directors of the Company as of the day of the General Meeting.

Total number of votes: 10,287,244, from which vote "yes" 10,107,088, vote "no" 75,036, "abstention" 105,120, "did not vote" 0, proportional number of votes: 98.249%; proportional number of votes compared to share capital: 75.015%

Resolution 8/2015.04.16 of the AGM

The General Meeting elects ISTVÁN GYÖRGY FILÓTÁS as a member of the Board of Directors as of the day following the AGM for 5 years, for the period ending with the annual general meeting closing the business year 2019, until April 16, 2020, the latest with the same remuneration as that of the other Board members.

Total number of votes: 10,287,244, from which vote "yes" 10,100,194, vote "no" 73,961, "abstention" 113,089, "did not vote" 0, proportional number of votes: 98.182%; proportional number of votes compared to share capital: 74.964%

Resolution 9/2015.04.16 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 2015, until April 30, 2016, the latest. Mr. Tamás Horváth (registered number: 003449) is the auditor in charge on behalf of the appointed company. The General Meeting authorises the Chairman-CEO of the company to execute a contract with the auditor for the period of the appointment at an auditor fee of HUF 13 million + VAT.

Total number of votes: 10,287,244, from which vote "yes" 10,153,163, vote "no" 134,081, "abstention" 0, "did not vote" 0, proportional number of votes: 98.697%; proportional number of votes compared to share capital: 75.357%

Board of Directors of RÁBA Nyrt