



## Resolutions of RÁBA Plc's Annual General Meeting on April 30, 2020

RÁBA Plc. informs its honoured shareholders that according to the authorization of the Government Decree No. 102/2020.(IV.10.), the Board of Directors passed, in its competence of General Meeting, the following resolution related to the agenda items of the Annual General Meeting convened for April 30, 2020:

### **Resolution 1/2020.04.30 adopted in competence of General Meeting**

In its competence of General Meeting, the Board of Directors approves the report of the Board of Directors on the Company's business operations in the financial year 2019 as set forth in the proposal.

### **Resolution 2/2020.04.30 adopted in competence of General Meeting**

Based on the figures in the reports on normal and consolidated annual financial statements drawn up as per the International Financial Reporting Standards, on the review by the Supervisory Board and on the report of the auditor, the Board of Directors approves in its competence of General Meeting the normal and consolidated statement of financial position of Rába Plc. for 2019 as set forth in the proposal and as follows:

A./ the report on normal annual financial statements drawn up as per the International Financial Reporting Standards, as at December 31, 2019, with a corresponding total of assets and liabilities of HUF 23,600,830 thousand and a total comprehensive profit for the year of HUF -23,408 thousand in the statement of financial position;

B./ the report on consolidated annual financial statements drawn up as per the International Financial Reporting Standards, as at December 31, 2019, with a corresponding total of assets and liabilities of HUF 41,569,157 thousand and a total comprehensive profit for the year of HUF 571,872 thousand in the statement of financial position.

### **Resolution 3/2020.04.30 adopted in competence of General Meeting**

Considering the opinion of the Supervisory Board and according to the proposal, the Board of Directors resolves in its competence of General Meeting that the Company pays a dividend of HUF 20.00 per each share with face value of HUF 1,000 from the Company's untied retained earnings supplemented by the after-tax profit from the FY 2019.

Shareholders registered in the Company's Register of Shareholders to be drawn up for the purpose of dividend payment with the record date of June 16, 2020 will be entitled to dividend according to the Articles of Association.

The starting day of dividend payment: June 23, 2020

The Board of Directors shall arrange in its own competence for the technical execution of the dividend payment according to Articles 31-35 of the Articles of Association and shall publish the necessary announcements. The dividend payment will be carried out by KELER Zrt. on assignment.

In case that shareholders request to convene general meeting for the follow-up approval of the decisions passed on the Company's annual financial statements drawn up as per the Act on Accounting and on the allocation of the total profit in accordance with paragraph 9 (6) and (7) of the Government Decree No. 102/2020.(IV.10.), no dividend may be paid until the follow-up approval on the Company's annual financial statements and on the payment of dividend are granted by the general meeting.



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#### **Resolution 4/2020.04.30 adopted in competence of General Meeting**

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

#### **Resolution 5/2020.04.30 adopted in competence of General Meeting**

In accordance with the Article 13 (n) of the Articles of Association of the Company, the Board of Directors, in its competence of General Meeting, authorizes the Company to sell the property described in the submission and under the conditions as defined in the submission, at a price of at least EUR 6,604,232 + VAT, through an auction conducted via the Electronic Auction System operated by MNV Zrt. and to sign a contract of sale with the bidder offering the highest purchase price. It further authorises the Company to enter into a contract with MNV Zrt. for services required to perform the auction, in accordance with the provisions of the Rules of Use of the Electronic Auction System.

#### **Resolution 6/2020.04.30 adopted in competence of General Meeting**

In its competence of General Meeting and according to the proposal, the Board of Directors appoints KPMG Hungária Könyvvizsgáló, Adó és Közgazdasági Tanácsadó Kft. (registered number: 000202) as auditor for the audit of the company's individual financial statements and consolidated financial statements according to International Financial Reporting Standards (IFRS), for the period ending with the annual general meeting closing the financial year 2022, until April 30, 2023, the latest. Mr. László Fébó (registered number: 006702) is the auditor in charge, Ms. Judit Boros (registered number: 005374) is the deputy auditor on behalf of the appointed company. The General Meeting authorises the Chairman-CEO of the company to execute a contract with the appointed auditor for the audit of the company's individual financial statements and consolidated financial statements according to International Financial Reporting Standards at an auditor fee of HUF 6 million + VAT / each year for the period of the appointment.

#### **Resolution 7/2020.04.30 adopted in competence of General Meeting**

Corresponding to the shareholder's submission published on March 19, 2020, in its competence of General Meeting, the Board of Directors resolves to recall Mr. dr. Ákos Mátyás Pálvölgyi from the Board of Directors of the Company.

#### **Resolution 8/2020.04.30 adopted in competence of General Meeting**

Corresponding to the shareholder's submission published on March 19, 2020, in its competence of General Meeting, the Board of Directors elects Mr. dr. András Ákos Toperczer as a member of the Board of Directors for the definite period of April 30, 2020 until May 19, 2021.

#### **Resolution 9/2020.04.30 adopted in competence of General Meeting**

Corresponding to the shareholder's submission published on March 19, 2020, in its competence of General Meeting, the Board of Directors resolves that the remuneration of the chairman and the members of the Board of Directors shall be the following as of 1<sup>st</sup> January, 2020:

Chairman of the Board of Directors: gross HUF/month 460.000, i.e. gross four hundred and sixty thousand forints

Member of the Board of Directors: gross HUF/month 350.000, i.e. gross three hundred and fifty thousand forints



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**Resolution 10/2020.04.30 adopted in competence of General Meeting**

Corresponding to the shareholder's submission published on March 19, 2020, in its competence of General Meeting, the Board of Directors approves the amendment of the Articles of Association.

**Resolution 11/2020.04.30 adopted in competence of General Meeting**

In its competence of General Meeting, the Board of Directors requests the Chief Executive Officer of the Company to take care of incorporating the amendments, adopted by the resolution 10/2020.04.30 passed in competence of General Meeting, into a consolidated form of Articles of Association of Rába Plc. and also take care of filing the same with the Court of Registration.

**Resolution 12/2020.04.30 adopted in competence of General Meeting**

In its competence of General Meeting and according to the proposal, the Board of Directors rescinds The Rules on Remuneration and approves the new Remuneration rules, policy as set forth in the proposal, and with the inclusion of the amendments of the Articles of Association as approved by the resolution 10/2020.04.30 brought in the competence of General Meeting.

**Resolution 13/2020.04.30 adopted in competence of General Meeting**

Corresponding to the shareholder's submission published on March 19, 2020, the Board of Directors resolves in its competence of General Meeting, that the remuneration of the chairman and the members of the Supervisory Board shall be the following as of January 1, 2020:

Chairman of the Supervisory Board: gross HUF/month 350.000, i.e. gross three hundred and fifty thousand forints

Member of the Board of Directors: gross HUF/month 275.000, i.e. gross two hundred and seventy five thousand forints.

Győr, April 30, 2020

Board of Directors of RÁBA Plc.