



Resolutions of RÁBA Plc's General Meeting held on September 10, 2020

RÁBA Plc. informs its shareholders that the General Meeting convoked for September 10, 2020 had quorum with the participation of 78,827% of the shareholders of voting shares. The General Meeting took place according to the previously announced agenda. The General Meeting passed the following resolutions:

Resolution 1/2020.09.10 of the GM

With the follow-up approval of the resolution 1/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting approves unchanged the report of the Board of Directors on the Company's business operations in the financial year 2019 as set forth in the proposal.

Total number of votes: 10,525,617, from which vote "yes" 10,369,608, vote "no" 153,034, "abstention" 2,975, "did not vote" 0, proportional number of votes: 98.518%; proportional number of votes compared to share capital: 76.963%

Resolution 2/2020.09.10 of the GM

With the follow-up approval of the resolution 2/2020.04.30 adopted by the Board of Directors in its competence of General Meeting and 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 General Meeting approves without change 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.

Total number of votes: 10,525,617, from which vote "yes" 10,369,608, vote "no" 153,034, "abstention" 2,975, "did not vote" 0, proportional number of votes: 98.518%; proportional number of votes compared to share capital: 76.963%

Resolution 3/2020.09.10 of the GM

With the follow-up approval of the resolution 3/2020.04.30 adopted by the Board of Directors in its competence of General Meeting and with an adequate update of the schedule of the dividend payment, and considering the opinion of the Supervisory Board, the General Meeting resolves without change 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 October 27, 2020 will be entitled to dividend according to the Articles of Association.

The starting day of dividend payment: November 3, 2020

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

Total number of votes: 10,525,617, from which vote "yes" 10,420,469, vote "no" 105,148, "abstention" 0, "did not vote" 0, proportional number of votes: 99.001%; proportional number of votes compared to share capital: 77.341%



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Resolution 4/2020.09.10 of the GM

With the follow-up approval of the resolution 4/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, with regard to the preliminary approval by the Supervisory Board, the General Meeting approves without change the Corporate Governance Report as per the proposal.

Total number of votes: 10,525,617, from which vote "yes" 10,372,323, vote "no" 153,294, "abstention" 0, "did not vote" 0, proportional number of votes: 98.544%; proportional number of votes compared to share capital: 76.983%

Resolution 5/2020.09.10 of the GM

The General Meeting resolves not to accept the draft resolution of the shareholder motion: "The General Meeting instructs the Board of Directors to announce forthwith all real estate valuations in their entirety prepared in connection with and/or used for the annual financial statements drawn up since 2007 and thereafter."

Total number of votes: 10,525,617, from which vote "yes" 509,528, vote "no" 10,016,089, "abstention" 0, "did not vote" 0, proportional number of vote "no": 95.159%; proportional number of vote "no" compared to share capital: 74.339%

Resolution 6/2020.09.10 of the GM

With the follow-up approval of the resolution 6/2020.04.30 adopted by the Board of Directors in its competence of General Meeting and with the modification of the auditor in charge and the deputy auditor at the request of the auditor company, the General Meeting 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. Attila Sándor Juhász (registered number: 006065) is the auditor in charge, Mr. Zoltán Varga (registered number: 007320) 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.

Total number of votes: 10,525,617, from which vote "yes" 10,459,186, vote "no" 8,060, "abstention" 48,146, "did not vote" 10,225, proportional number of votes: 99.465%; proportional number of votes compared to share capital: 77.628%

Resolution 7/2020.09.10 of the GM

With the follow-up approval of the resolution 7/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting confirms without change the recall of Mr. dr. Ákos Mátyás Pálvölgyi from the Board of Directors of the Company as of April 30, 2020.

Total number of votes: 10,525,617, from which vote "yes" 10,153,938, vote "no" 159,478, "abstention" 212,201, "did not vote" 0, proportional number of votes: 96.469%; proportional number of votes compared to share capital: 75.363%

Resolution 8/2020.09.10 of the GM

With the follow-up approval of the resolution 8/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting confirms without change the election of 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.

Total number of votes: 10,525,617, from which vote "yes" 10,015,829, vote "no" 254,141, "abstention" 255,647, "did not vote" 0, proportional number of votes: 95.157%; proportional number of votes compared to share capital: 74.338%

Resolution 9/2020.09.10 of the GM

With the follow-up approval of the resolution 9/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting resolves without change that the remunera-



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tion of the chairman and the members of the Board of Directors shall be the following as of January 1, 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

Total number of votes: 10,525,617, from which vote "yes" 10,015,829, vote "no" 303,112, "abstention" 201,976, "did not vote" 4,700, proportional number of votes: 95.199%; proportional number of votes compared to share capital: 74.338%

Resolution 10/2020.09.10 of the GM

With the follow-up approval of the resolution 10/2020.04.30 adopted by the Board of Directors in its competence of General Meeting in accordance with the shareholder's submission, the General Meeting resolves that the amendment of the Articles of Association adopted from April 30, 2020, remains in effect without any change.

Total number of votes: 10,525,617, from which vote "yes" 10,214,830, vote "no" 172,803, "abstention" 137,984, "did not vote" 0, proportional number of votes: 97.047%; proportional number of votes compared to share capital: 75.815%

Resolution 11/2020.09.10 of the GM

With the follow-up approval of the resolution 11/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting states, without any change, that the incorporation of the amendments of the Articles of Association into consolidated form according to the resolution 10/2020.09.10 of the General Meeting, the registration at the Court of Registration and the publication thereof have been executed.

Total number of votes: 10,525,617, from which vote "yes" 10,217,805, vote "no" 177,503, "abstention" 130,309, "did not vote" 0, proportional number of votes: 97.076%; proportional number of votes compared to share capital: 75.837%

Resolution 12/2020.09.10 of the GM

With the follow-up approval of the resolution 12/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting states that The Rules on Remuneration has been rescinded and approves without change the new Rules, policy of Remuneration as set forth in the proposal, and with the inclusion of the amendments of the Articles of Association, the effect of which is maintained as approved by the resolution 9/2020.09.10.

Total number of votes: 10,525,617, from which vote "yes" 10,214,830, vote "no" 264,366, "abstention" 46,421, "did not vote" 0, proportional number of votes: 97.047%; proportional number of votes compared to share capital: 75.815%

Resolution 13/2020.09.10 of the GM

With the follow-up approval of the resolution 13/2020.04.30 adopted by the Board of Directors in its competence of General Meeting, the General Meeting resolves without any change, 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.

Total number of votes: 10,525,617, from which vote "yes" 10,015,829, vote "no" 506,813, "abstention" 2,975, "did not vote" 0, proportional number of votes: 95.157%; proportional number of votes compared to share capital: 74.338%

Resolution 14/2020.09.10 of the GM

The General Meeting resolves not to accept the draft resolution of the shareholder motion: "The General Meeting authorises the Board of Directors to acquire 3,000,000 pieces of treasury shares, within stock exchange transactions from the Company's retained earnings in consideration of the provisions of 3:222 and 3:223 § of Act V of 2013 on the Civil Code, such shares being registered



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dematerialised common shares with a nominal value of HUF 1,000 each, for the purpose of share price maintenance and/or in order to provide the number of shares necessary to implement the Company's strategic objectives. Treasury shares can be acquired within 18 months of the date when the resolution is adopted. The minimum purchase price payable for the treasury shares is the average stock-exchange price weighted with the turnover of the five trading days preceding the date of the acquisition –10%, whereas the maximum purchase price payable for the shares is the average stock-exchange price weighted with the turnover of the five trading days preceding the date of the acquisition +10%."

Total number of votes: 10,525,617, from which vote "yes" 355,010, vote "no" 10,170,607, "abstention" 0, "did not vote" 0, proportional number of vote "no": 96.627%; proportional number of vote "no" compared to share capital: 75.486%

Resolution 15/2020.09.10 of the GM

The General Meeting resolves not to accept the draft resolution of the shareholder motion: "The General Meeting requests the Board of Directors of the Company to make a proposal (by the time the upcoming sales target is set) in consideration of the current dividend policy, for the distribution among the shareholders, as dividend of the proceeds from the sale of the real estate complex Városrét to be sold."

Total number of votes: 10,525,617, from which vote "yes" 214,476, vote "no" 10,180,832, "abstention" 130,309, "did not vote" 0, proportional number of vote "no": 96.724%; proportional number of vote "no" compared to share capital: 75.562%

Resolution 16/2020.09.10 of the GM

The General Meeting resolves not to accept the draft resolution of the shareholder motion: "The General Meeting approves that the proceeds from the sale of "real estate for investment purposes" are used by the Company to purchase treasury shares within stock exchange transactions, from the day following the date when the individual partial amounts are received – with an order of minimum HUF 10 million per trading day - until the value per share (excluding the treasury shares previously owned by the Company) calculated from the sum of the shareholders' equity as per the balance sheet consolidated in accordance with IFRS and shown in the last approved Annual Report and the proceeds from the sale of real estate (minus tax and the adjusted cost as per book value) is higher than the average share price weighted with the turnover over the preceding 10 stock exchange trading days, or until the amount of the proceeds from the sale has been spent. The minimum purchase price payable for the treasury shares is the average stock-exchange price weighted with the turnover of the five trading days preceding the date of the acquisition –10%, whereas the maximum purchase price payable for the shares is the average stock-exchange price weighted with the turnover of the five trading days preceding the date of the acquisition +10%."

Total number of votes: 10,525,617, from which vote "yes" 308,589, vote "no" 10,170,607, "abstention" 43,446, "did not vote" 2,975, proportional number of vote "no": 96.654%; proportional number of vote "no" compared to share capital: 75.486%

Resolution 17/2020.09.10 of the GM

The General Meeting resolves not to accept the draft resolution of the shareholder motion: "The General Meeting invites the Board of Directors to develop for the municipality and submit to the General Meeting a sales offer for part or the whole of the territory of the Városrét real property, at an equitable, symbolic amount."

Total number of votes: 10,525,617, from which vote "yes" 206,676, vote "no" 10,318,941, "abstention" 0, "did not vote" 0, proportional number of vote "no": 98.036%; proportional number of vote "no" compared to share capital: 76.587%

Győr, September 10, 2020

Board of Directors of RÁBA Plc.