



**RÁBA Automotive Holding Plc. ("RÁBA Plc.")**

(Seat of the Company: 9027 Győr, Martin u. 1.)

herewith informs its shareholders that

it holds its

**ANNUAL GENERAL MEETING**

on April 18, 2011 at 10.00 a.m.

at the Commercial Centre of RÁBA Plc.

(Hotel Konferencia, Győr, 3 Apor Vilmos püspök tere)

**The Agenda of the General Meeting**

1./

Report of the Board of Directors on the Company's operations in the previous business year;

2./

Report of the Company on the financial statements drawn up as per the Act on Accounting, proposal of the Board of Directors for the approval of the normal and consolidated balance sheet as well as proposal for the allocation of the net results; and the submission of Report on the Corporate Governance;

3./

Written report of the Supervisory Board and the Auditor on the annual financial statements, the report drawn up as per the Act on Accounting, and the allocation of the net results;

4./

Discussion of the report of the Board of Directors and the financial statements drawn up as per the Act on Accounting (balance sheet, P&L), approval of the balance sheet, and resolution on the allocation of net results; and resolution on the acceptance of the Report on the Corporate Governance;

5./

Evaluation of the activity of the Board of Directors in the previous financial year, and grant of a discharge of liability to the Board of Directors according to the Art. 30 (4) of the Company Act and the Section 13 (s) of the Articles of Association;

6./

Authorization of the Board of Directors to acquire own shares;

7./

The amendment of the Articles of Association and setting the consolidated memorandum thereof;

8./

Election of the Auditor and setting their remuneration;

9./

**Miscellaneous**

The submissions and draft resolutions relative to the Items on the Agenda of the AGM, the reports of the Supervisory Board (Audit Committee) and the Auditor will be published in separate notice by the Board of Directors until March 28, 2011 on the website of BSE ([www.bet.hu](http://www.bet.hu)) and the Company ([www.raba.hu](http://www.raba.hu)).

Along with the proof of the percentage of their votes and the indication of the reason therefor, the shareholders representing at least 1 (one) per cent of the votes may request in writing the Board of Directors to



include any item in the agenda of AGM and such shareholders may also submit draft resolutions regarding the items on agenda, within 8 days following the publication of this Notice of AGM.

In accordance with the Articles of Association those shareholders or shareholder's proxies are entitled to participate in and vote at the AGM **whose names are entered in the Shareholders' Register, at the date of its closing**, prepared on the basis of the identification of shareholders initiated by the Company. .

The closing day of the Shareholders' Register is **April 8, 2011**.

The shareholders should indicate their intention to participate in the AGM with the financial institution maintaining their securities account by the working day before the closing day of the Shareholders' Register (**April 7, 2011**), the latest, in order that they can be entered into the Company's Shareholders' Register kept by KELER Zrt.

The financial institutions maintaining the securities account shall arrange the entering of the shareholders into the Company's Shareholders' Register on the basis of the shareholder's instructions; RÁBA Plc. can not assume responsibility for their performance of such instructions.

Shareholders may participate in the General Meeting in person, or through their legal representatives or proxies.

The shareholders should prove their personal identity by presenting their identity card in original. The shareholders' organizational or company identity and their right of representation should be verified by an authentic document, which certifies the registration and the data in force of the organization or the company and their representatives (e.g. certificate of incorporation). In case of a foreign shareholder, the provisions regarding the requirements of documents of foreign origin shall be applied, with regard to the relevant provisions of the international convention being in effect between Hungary and the country of the place of issue of such foreign documents, or the international reciprocity as well. If the document is not issued in the Hungarian or English language, the shareholder should attach the Hungarian or the English translation.

If a shareholder proxy represents the shareholder at the AGM, the proxy's authorization to do so must be in the form of a public document or a private document of full conclusive strength.

The right to represent an organization or a company by a person who signs the proxy's authorization should be verified with an authentic document (e.g. certificate of incorporation). If a document or an authorization is issued in a foreign country, the provisions regarding the requirements of documents of foreign origin shall be applied, with regard to the relevant provisions of an international convention being in effect between Hungary and the country of the place of issue of such foreign documents, or the international reciprocity as well. If the document or the authorization is not issued in the Hungarian or English language, the shareholder shall attach the Hungarian or the English translation.

For the purpose of registration, the shareholders are requested to arrive at the place of the General Meeting from 8.00 a.m, together with their documents necessary for the verification of their personal identity and/or company identity, and their rights of representation.

**Convocation of the Repeated General Meeting** due to lack of quorum of AGM:

In the event that the Annual General Meeting to be held on April 18, 2011 fails to have a quorum even 30 minutes after its scheduled time, the General Meeting repeated for lack of quorum shall be held at the same place and with the same agenda **on April 29, 2011 at 10.00 a.m.** In the case that repeated General Meeting is to be held, a separate notice will be published thereof on the date of the original General Meeting by the Company. The Shareholders' Register prepared on the basis of the original identification of shareholders and closed on April 8, 2011 shall be valid for the General Meeting repeated for lack of quorum.

In the event that the quorate General Meeting is suspended, the date of the continued General Meeting will be established parallel to the time of suspension and will be officially published by Rába Plc. in a notice on the next working day after the suspended General Meeting at the latest.

Board of Directors of RÁBA Plc.