



Announcement of Rába Automotive Holding Plc. (“Rába Plc.”) about a motion by shareholders

Rába Automotive Holding Plc. hereby informs its shareholders that based on the submission made by Attila György Gagyi Pálffy, T-Invest '91 Kft., Gábor Oláh, Mrs. György Gagyi Pálffy, as well as Netcég Kft. as shareholders holding more than 1% (together 1.33%) of the votes in the Company (“**Minority Shareholders**”) regarding the amendment of the agenda and publication of certain draft resolutions under Sections 300 and 217 of Act IV of 2006 on companies (“**Companies’ Act**”), the Board of Directors

**hereby publishes with respect to agenda item 7 of
the annual general meeting to be held on April 6, 2012.
the following draft resolution:**

Wording in force:	Wording as mended:
	13 The General Assembly [...] (t) decision on the recognition of the Company’s investment properties, the accounting policy and the requalification of investment properties.
17.5 On matters listed under sections (a), (b/2), (c), (d), (i), (m) and (p) of Article 13, the general meeting adopts resolutions with an at least three quarters majority vote, on other matters a simple majority of the votes is required. Abstaining is regarded as a vote against the draft resolution.	17.5 On matters listed under sections (a), (b/2), (c), (d), (i), (m), (p) and (t) of Article 13, the general meeting adopts resolutions with an at least three quarters majority vote, on other matters a simple majority of the votes is required. Abstaining is regarded as a vote against the draft resolution. Resolutions of the general meeting of shareholders on matters related to section (t) of Article 13 can only be adopted if at least three quarters of the shareholders, representing no more than one per cent of the votes each, have consented to it in advance, in accordance with the rules for the general meeting of shareholders. The general meeting discussing such agenda item shall be preceded by the session of such shareholders, to be convened (at the same time and same venue) simultaneously with the general meeting in an identical announcement, in accordance with the rules for the convocation of the general meeting, including those for the lack of quorum and the rules for the meeting repeated for the lack of quorum. The Company shall be obligated to make a purchase offer attached to the delisting of the Company, as prescribed by the Regulations of the Budapest Stock Exchange for listing, continued trading and disclosure, for those of the shareholders, representing no more than one per cent of the votes each, who vote against



	the draft resolution proposed on matters related to section (t) of Article 13. in such cases, abstaining is regarded as a vote for the draft resolution.
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The Board of Directors further informs its shareholders that it shall not amend the agenda of the Company's annual general meeting with the further agenda items proposed by the Minority Shareholders and shall not publish the further draft resolutions proposed by the Minority Shareholders, for the following reasons.

1. The Minority Shareholders proposed as a new item on the agenda that the Company's general meeting decide on the changing of the accounting policy and statements regarding the Company's investment properties with a retroactive effect, and proposed a draft resolution suggesting that the General Meeting instruct the Board of Directors to rework the Company's 2011 annual financial statements once the accounting policy and statements regarding the Company's investment properties have been changed with a retroactive effect.

In the Board of Directors' point of view, the above agenda item does not belong to the scope of the General Meeting, and neither the above agenda item, nor the draft resolution is in compliance with the laws.

2. The Minority Shareholders proposed as new items on the agenda that the Company's general meeting decide on the recall of Members of the Board of Directors, the Supervisory Board and the Audit Committee, and the election of new Members.

In the Board of Directors' point of view, such agenda items have not been submitted in accordance with the laws, because the Minority Shareholders indicated as a reason for such submission a reason that does not belong to the scope of the General Meeting, further, the content of such agenda items are not in compliance with the laws, because they do not name the persons to be recalled and elected.

Further, the Minority Shareholders notified the Company that they shall act in concert with their shares together comprising 1.33% of the votes as of March 13, 2012 until the adjourning of the Company's 2012 annual general meeting.

Győr, March 20, 2012

Board of Directors of Rába Plc.