



**The Board of Directors of
RÁBA Automotive Holding Plc. ("RÁBA Plc.")**
(Seat of the Company: 9027 Győr, Martin u. 1.)

herewith informs its shareholders that

**it convokes an
extraordinary GENERAL MEETING**

on June 19, 2012 at 10.00 a.m.

**at the Commercial Centre of RÁBA Plc.
(Hotel Konferencia, Győr, 3 Apor Vilmos püspök tere)**

initiated by MNV Zrt. acting on behalf of the Hungarian State having 76.79 per cent voting right in the Company, in accordance with Paragraph 303 (3) of Act IV. of 2006 on Companies and Article 15.3 of the Articles of Association.

As indicated in the shareholder's initiation, the agenda items of the extraordinary general meeting are as follows:

The Agenda of the General Meeting

- 1. Recall of Members of the Board of Directors, election of new Members and setting their remuneration**
- 2. Recall of Members of Supervisory Board, election of new Members of the Supervisory Board and Audit Committee and setting their remuneration**
- 3. The amendment of the Articles of Association and setting the consolidated memorandum thereof**
- 4. Miscellaneous**

The shareholder's submissions and draft resolutions relative to the Items on the Agenda of the General Meeting will be published in separate notice by the Board of Directors at the same time with this notice of General Meeting on the website of BSE (www.bet.hu) and on the website of the Company (www.raba.hu).

With presenting the certificate of their voting ratio, and, with the indication of the reason thereof, the shareholders representing at least 1 (one) per cent of the votes may request in writing the Board of Directors to put any item on agenda of the General Meeting, and such shareholders may also submit draft resolutions regarding the items on agenda, within 8 days following the publication of this Notice of General Meeting.

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

The record date of identification of shareholders is: **June 12, 2012**

The closing day of Register of Shareholders is: **June 15, 2012 6 p.m.**

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



We draw our shareholders' attention to the fact that they should be convinced at the financial institution keeping their securities account before the closing day of Register of Shareholders, that their identification of shareholders necessary to participate in the General Meeting is completed with the object of entering them into the Company's Register of Shareholders kept by KELER Zrt.

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 General Meeting, 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 General Meeting:

In the event that the General Meeting to be held on June 19, 2012 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 July 2, 2012 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 Register of Shareholders prepared on the basis of the identification of shareholders at the record date of June 12, 2012 and closed on June 15, 2012 6 p.m. 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.