



Rába Automotive Holding Plc.

Submissions

**to RÁBA Automotive Holding Plc.'s
(RÁBA Plc)**

Extraordinary General Meeting

to be held on June 19, 2012

Győr, May 31, 2012



**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 KELEK 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.



Item 1

Recall of Members of the Board of Directors, election of new Members and setting their remuneration

(Draft) resolution 1/2012.06.19 of the EGM

The General Meeting resolves to recall Mr. Róbert Hrabovszki from the Board of Directors of the Company.

(Draft) resolution 2/2012.06.19 of the EGM

The General Meeting resolves to recall dr. Ádám Fintha-Nagy from the Board of Directors of the Company.

(Draft) resolution 3/2012.06.19 of the EGM

The General Meeting resolves to recall Mr. Gábor Földvári from the Board of Directors of the Company.

(Draft) resolution 4/2012.06.19 of the EGM

The General Meeting resolves to recall Mr. Khalid Abdol Rahman from the Board of Directors of the Company.

Mr. Olivér Martin, the member of the Board of Directors resigned his membership in the Board of Directors in writing as from June 18, 2012. Due to this resignation his recall initiated by MNV Zrt. became unnecessary.

(Draft) resolution 5/2012.06.19 of the EGM

The General Meeting resolves that the Board of Directors consists 6 Board Members within the confines of the number given in the Articles of Association.

(Draft) resolution 6/2012.06.19 of the EGM

The General Meeting elects DR. TIBOR ZOLTÁN HAJDU as a member of the Board of Directors as of the day following the EGM for 5 years.

(Draft) resolution 7/2012.06.19 of the EGM

The General Meeting elects DR. ZOLTÁN BORBÍRÓ as a member of the Board of Directors as of the day following the EGM for 5 years.

(Draft) resolution 8/2012.06.19 of the EGM

The General Meeting elects DR. PÉTER SZÉKÁCS as a member of the Board of Directors as of the day following the EGM for 5 years.

(Draft) resolution 9/2012.06.19 of the EGM

The General Meeting elects GYÖRGY WÁBERER as a member of the Board of Directors as of the day following the EGM for 5 years.



(Draft) resolution 10/2012.06.19 of the EGM

The General Meeting sets the remuneration of the Chairman of the Board of Directors in the amount of HUF 380,000/month and the remuneration of the members of the Board of Directors in the amount of HUF 255,000/month.



Item 2

Recall of Members of Supervisory Board, election of new Members of the Supervisory Board and Audit Committee and setting their remuneration

Dr. János Benedek, Mr. Zoltán Varga and Mr. Balázs Sándorfi, the members of the Supervisory Board resigned their membership in the Supervisory Board in writing on the day of the Extraordinary General Meeting. Due to the resignations the recall of the members of the Supervisory Board initiated by MNV Zrt. became unnecessary.

(Draft) resolution 11/2012.06.19 of the EGM

The General Meeting elects DR. CSABA POLACSEK as a member of the Supervisory Board as of the day following the EGM for 5 years. The elected Supervisory Board member pursuant to the regulation No. 23.4/a of the Articles of Association will be simultaneously member of the Audit Committee.

(Draft) resolution 12/2012.06.19 of the EGM

The General Meeting elects DR. MIRJÁNA MARKOVICS as a member of the Supervisory Board as of the day following the EGM for 5 years. The elected Supervisory Board member pursuant to the regulation No. 23.4/a of the Articles of Association will be simultaneously member of the Audit Committee.

(Draft) resolution 13/2012.06.19 of the EGM

The General Meeting elects DR. JÁNOS KERÉKGYÁRTÓ as a member of the Supervisory Board as of the day following the EGM for 5 years. The elected Supervisory Board member pursuant to the regulation No. 23.4/a of the Articles of Association will be simultaneously member of the Audit Committee.

(Draft) resolution 14/2012.06.19 of the EGM

The General Meeting sets the remuneration of the Chairman of the Supervisory Board in the amount of HUF 335,000/month and the remuneration of the members of the Supervisory Board in the amount of HUF 220,000/month. Extra remuneration for this function is not due to the members of the Audit Committee.



Item 3

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

Proposed resolutions on the amendment of the Articles of Association indicated in the motion of MNV Zrt.:

Wording in force:	Wording as amended:
<p>8. Register of shareholders</p>	<p>8. Register of shareholders</p> <p>8.10 Contracts concluded by and between the Company and MNV Zrt. have to be placed among the Company's documents kept by the Court of Registry within 30 days from the conclusion thereof, except in the case of contracts which are concluded by and between the Company and the shareholder and fall within the scope of the Company's activity and are of business as usual size as defined by the Articles of Association, and further, except in the case that such placement would result in infringement of bank secret. A contract shall be of business as usual size if its contractual value does not reach 30% of the registered capital.</p>
<p>13. General Meeting of Shareholders</p> <p>The General Meeting of Shareholders made up of the entirety of the shareholders is the supreme organ of the Company. The General Meeting has the right to make decisions on matters within the competence of the Board of Directors, including those within the competence of the CEO. The following matters form the exclusive competence of the General Meeting:</p> <p>(a) decision about the establishment of and amendments to the Articles of Association – unless provided otherwise by the Companies Act or by the Articles of Association;</p> <p>(b) (1) increase of the basic equity or authorization of the board of directors to increase the basic equity; decision about the exclusion of the exercise of subscription preference right;</p>	<p>13. General Meeting of Shareholders</p> <p>The General Meeting of Shareholders made up of the entirety of the shareholders is the supreme organ of the Company. The General Meeting has the right to make decisions on matters within the competence of the Board of Directors, including those within the competence of the CEO. The following matters form the exclusive competence of the General Meeting:</p> <p>(a) decision about the establishment of and amendments to the Articles of Association – unless provided otherwise by the Companies Act or by the Articles of Association;</p> <p>(b) decision about the increase of the basic equity or about the authorization of the board of directors to increase the basic equity, unless provided otherwise by the Companies Act;</p>



<p>(2) reduction of the basic equity, unless provided otherwise by the Companies Act;</p> <p>(c) conversion of the rights attached to the individual share series and of the individual share types and classes;</p> <p>(d) decision regarding the merger with another company, amalgamation, separation or dissolution of the Company and regarding its transformation into a different corporate form;</p> <p>(e) election, recall of the members of the Board of Directors, of the Supervisory Board and of the Audit Committee as well as of the Auditor, establishment of their remuneration;</p> <p>(f) approval of the statutory accounts of the Company, including the decision on the use of the after-tax profits;</p> <p>(g) resolution – unless provided otherwise by the Companies Act - about the issue of convertible bonds, or bonds that entitle their holders to the right to subscribe for shares in the Company, establishing at the same time the method of subscription, the rights attached to the security, as well as the maturity of the shares and the terms for its redemption (repurchase);</p> <p>(h) decision about the approval of the corporate governance report;</p> <p>(i) decision about the request for the delisting of the Company's shares at any stock exchange or other listing system;</p> <p>(j) decision about the conversion of the shares into dematerialised securities;</p> <p>(k) approval of the conclusion of contracts</p>	<p>(c) decision about the reduction of the basic equity, unless provided otherwise by the Companies Act</p> <p>(d) decision about the exclusion of the exercise of subscription preference right or decision about the authorization of the Board of Directors to restrict or exclude the exercise of subscription preference right;</p> <p>(e) conversion of the rights attached to the individual share series and conversion of the individual share types and classes;</p> <p>(f) decision regarding the reorganization of the Company or regarding the dissolution of the Company without legal successor;</p> <p>(g) election, recall of the members of the Board of Directors, of the Supervisory Board and of the Audit Committee as well as of the Auditor, establishment of their remuneration;</p> <p>(h) approval of the statutory accounts of the Company, including the decision on the use of the after-tax profits;</p> <p>(i) resolution – unless provided otherwise by the Companies Act - about the issue of convertible bonds, or bonds that entitle their holders to the right to subscribe for shares in the Company, establishing at the same time the method of subscription, the rights attached to the security, as well as the maturity of the shares and the terms for its redemption (repurchase);</p> <p>(j) decision about the approval of the corporate governance report;</p> <p>(k) decision about the request for the delisting of the Company's shares at any stock exchange or other listing system;</p> <p>(l) approval of the conclusion of contracts</p>
--	---



<p>outside of the ordinary business of the Company, resulting in the sale, investment into another company, encumbrance or the transfer to any third party of any right, property or asset exceeding 30% of the registered capital of the Company;</p> <p>(l) approval of any legal transactions – outside of the RÁBA group and of the ordinary business of the group – whereby the Company assumes guarantee obligations exceeding 30% of the Company’s registered capital and decision about borrowings exceeding such amount;</p> <p>(m) decision about the changing of the operating form of the Company;</p> <p>(n) decision – unless provided otherwise by the Articles of Association – about the payment of a dividend advance;</p> <p>(o) authorization of the Board of Directors to purchase treasury shares and to accept public purchase offers received for treasury shares;</p> <p>(p) decision about steps to be taken to disrupt the public offering procedure;</p> <p>(r) decision on any other matter assigned to the exclusive competence of the general meeting of shareholders by the relevant regulations or by these Articles of Association;</p> <p>(s) evaluation of the activity of the Board of Directors in the previous financial year, and decision about granting discharge of liability to the Board of Directors.</p>	<p>outside of the ordinary business of the Company, resulting in the sale, investment into another company, encumbrance or the transfer to any third party of any right, property or asset exceeding 30% of the registered capital of the Company;</p> <p>(m) approval of any legal transactions – outside of the RÁBA group and of the ordinary business of the group – whereby the Company assumes guarantee obligations exceeding 30% of the Company’s registered capital and decision about borrowings exceeding such amount;</p> <p>(n) decision about the changing of the operating form of the Company;</p> <p>(o) decision – unless provided otherwise by the Articles of Association – about the payment of a dividend advance;</p> <p>(p) authorization of the Board of Directors to purchase treasury shares and to accept public purchase offers received for treasury shares;</p> <p>(q) decision about steps to be taken to disrupt the public offering procedure;</p> <p>(r) approval of the rules of procedure of the Supervisory Board;</p> <p>(s) evaluation of the activity of the Board of Directors in the previous financial year, and decision about granting discharge of liability to the Board of Directors;</p> <p>(t) decision on any other matter assigned to the exclusive competence of the general meeting of shareholders by the relevant regulations or by these Articles of Association.</p>
<p>17. Quorum of the general meeting, voting</p> <p>17.5 On matters listed under sections (a), (b/2), (c), (d), (i), (m) and (p) of chapter 13, the general meeting adopts resolutions with</p>	<p>17. Quorum of the general meeting, voting</p> <p>17.5 On matters listed under sections (a), (c), (e), (f) and (n) of chapter 13, the gen-</p>



<p>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.</p>	<p>eral 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.</p>
<p>17.10 Resolutions of the general meeting of shareholders aimed at changing the operating form of the public limited company 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.</p>	
<p>19. Members of the Board of Directors</p>	<p>19. Members of the Board of Directors 19.4. Pursuant to Act CLII of 2007, the Members of the Board of Directors are required to declare their assets.</p>
<p>21. Authority and tasks of the Board of Directors</p> <p>21.1 The Board of Directors shall be the executive organ of the Company. The Board of Directors shall</p> <ul style="list-style-type: none"> (i) decide about borrowings exceeding 30% of the registered share capital of the Company, provided that the decision on the conclusion of the loan agreement does not form part of the exclusive competence of the General Meeting of Shareholders pursuant to section 13 (l) of these Articles of Association; (j) decide about the conclusion of contracts outside of the ordinary scope of the business of the Company and exceeding 15% of the Company's registered capital, resulting in the sale or investment into another company or encumbrance or transfer to any third party of any rights, properties or assets owned 	<p>21. Authority and tasks of the Board of Directors</p> <p>21.1 The Board of Directors shall be the executive organ of the Company. The Board of Directors shall</p> <ul style="list-style-type: none"> (i) decide about borrowings exceeding 30% of the registered share capital of the Company, provided that the decision on the conclusion of the loan agreement does not form part of the exclusive competence of the General Meeting of Shareholders pursuant to section 13 (m) of these Articles of Association; (j) decide about the conclusion of contracts outside of the ordinary scope of the business of the Company and exceeding 15% of the Company's registered capital, resulting in the sale or investment into another company or encumbrance or transfer to any third party of any rights, properties or assets owned



<p>by the Company, provided that pursuant to section (k) of article 13 of these Articles of Association, the conclusion of such contract is not within the competence of the general meeting of shareholders. The provision under this section does not apply to the conclusion of the ordinary contracts within the scope of activity of the Company.</p> <p>(p) have the right to decide on all matters not in the exclusive competence of the general meeting of shareholders pursuant to the Companies Act or the Articles of Association of the Company.</p>	<p>by the Company, provided that pursuant to section (l) of article 13 of these Articles of Association, the conclusion of such contract is not within the competence of the general meeting of shareholders. The provision under this section does not apply to the conclusion of the ordinary contracts within the scope of activity of the Company.</p> <p>(p) make a proposal to the Audit Committee for the auditor entity and also for the responsible auditor;</p> <p>(q) have the right to decide on all matters not in the exclusive competence of the general meeting of shareholders pursuant to the Companies Act or the Articles of Association of the Company.</p>
<p>21. Authority and tasks of the Board of Directors</p>	<p>21. Authority and tasks of the Board of Directors</p> <p>21.8. Pursuant to Act CLII of 2007, the Chief Executive Officer is required to declare their assets.</p>
<p>22. Members of the Supervisory Board</p>	<p>22. Members of the Supervisory Board</p> <p>22.9. Pursuant to Act CLII of 2007, the Members of the Supervisory Board are required to declare their assets.</p>
<p>23. Competence and tasks of the Supervisory Board</p> <p>(f) perform other tasks stipulated in the regulations and in the Articles of Association of the Company.</p>	<p>23. Competence and tasks of the Supervisory Board</p> <p>(f) discuss the proposal made by the Board of Directors to the Audit Committee for the auditor entity and the responsible auditor. The Audit Committee makes its proposal to the General Meeting for the auditor subject to the preliminary approval of the Supervisory Board.</p> <p>(g) to form a preliminary opinion about the performance requirements and the benefits based on performance (performance based wage or other benefit) for the employees falling under Section (1) of § 188 as well as employees falling under Section of (1) of § 188/A of the Labour Code.</p> <p>(h) perform other tasks stipulated in the regulations and in the Articles of Association of the Company.</p>



<p>23.4. The Audit Committee</p> <p>(b) The Audit Committee shall</p> <ul style="list-style-type: none"> - make a proposal for the auditor and its remuneration; 	<p>23.4. The Audit Committee</p> <p>(b) The Audit Committee shall</p> <ul style="list-style-type: none"> - make a proposal for the auditor and its remuneration for the General Meeting with the consent of the Supervisory Board;
<p>Governing law, dispute resolution</p> <p>36. These Articles of Association shall be governed by the regulations in force of Hungarian law. For the resolution of any legal disputes arising among the shareholders and the Company out of, or in connection with these Articles of Association, the Company and the shareholders subject themselves to the exclusive competence of the permanent Court of Arbitration attached to the Hungarian Chamber of Trade and Industry. The Court of Arbitration shall act in accordance with its own Rules of Procedures.</p>	<p>Governing law, dispute resolution</p> <p>36. These Articles of Association shall be governed by the regulations in force of Hungarian law. The Company Act, the Act CXX of 2001 on the Capital Market, the Act CVI of 2007 on the state property, the Act CLII of 2007 on requirements of assets declaration, Act CXXII of 2009 on economical operation of public property companies, the Act CXCVI of 2011 on national property as well as other legislative provisions relevant to the Company, shall be applied to any and all issues not stipulated in these Articles of Association. For the resolution of any legal disputes arising among the shareholders and the Company out of, or in connection with these Articles of Association, the Company and the shareholders subject themselves to the exclusive competence of the permanent Court of Arbitration attached to the Hungarian Chamber of Trade and Industry. The Court of Arbitration shall act in accordance with its own Rules of Procedures.</p>

(Draft) resolution 15/2012.06.19 of the EGM on the amendment of the Articles of Association

In accordance with the proposal, the General Meeting approves the amendment of the Articles of Association.

(Draft) resolution 16/2012.06.19 of the EGM

The General Meeting resolves to integrate the amendments to the Articles of Association of RÁBA Plc. which were accepted under resolution 12/2012.06.19 and approves the consolidated version thereof. The General Meeting authorizes the Company's attorney at law to set the consolidated memorandum and countersign it as an attorney at law.



Item 4

Miscellaneous