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Rába Automotive Holding Plc.

Submissions
to RÁBA Automotive Holding Plc.'s (RÁBA Plc)
Annual General Meeting
to be held on April 12, 2013

Győr, March 21, 2013



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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 12, 2013 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. Assessment of the Company's operation in the FY 2012**
 - 1.a) Report of the Board of Directors on the Company's operations in the previous business year;**
 - 1.b) 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;**
 - 1.c) Written report of the Supervisory Board and the Auditor on the annual financial reports and on the annual financial statements drawn up as per the Act on Accounting and on the allocation of the net results;**
 - 1.d) Discussion of the annual financial statement 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;**
- 2. Assessment of the activity of the Board of Directors in the previous financial year, and grant of discharge of liability to the Board of Directors according to Article 30 (5) of the Company Act and Article 13 (s) of the Articles of Association;**
- 3. Election of Board member;**
- 4. Approval of the amendment of the Rules of Procedure of the Supervisory Board;**
- 5. Election of the Auditor and setting the remuneration;**
- 6. 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 21, 2013 on the website of BSE (www.bet.hu) and on the website of the Company (www.raba.hu).

Subject to presentation of certificate of voting ratios, and, 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 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.

Pursuant to 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 Register of Shareholders,**



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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: **April 5, 2013**

The closing day of Register of Shareholder is: **April 10, 2013.**

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

The shareholders who intend to participate in the AGM are requested to check, until the second working day before the closing date of Register of Shareholders, the latest, with the financial institution keeping their securities account that the arrangements have been made in favour of their registration into the Register of Shareholders. d.

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 12, 2013 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 25, 2013 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 April 5, 2013 and closed on April 10, 2013 shall be valid for the General Meeting repeated for lack of quorum.



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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.



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Item 1.a) and item 1.b) on Agenda of General Meeting

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

**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**



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Financial Statements
in accordance with the Hungarian Act on Accounting
for the FY 2012
of
Rába Járműipari Holding Nyrt.



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Statistical number

11120133-7010-114-08

Court registration number

08-10-001532

BALANCE SHEET "A" Assets

data in th HUF

	Item	Previous Year	Modifications	Current period
a	b	c	d	e
1	A. Fixed Assets	16 584 348	0	16 607 193
2	I. INTANGIBLE ASSETS	88 448	0	48 634
3	Capitalized value of formation and reorganisation expenses	0		0
4	Capitalized value of research and development	0		0
5	Concessions, licenses and similar rights	87 445		47 423
6	Trade-marks, patents and similar assets	1 003		1 211
7	Goodwill	0		0
8	Advances and prepayments on intangible assets	0		0
9	Adjusted value of intangible assets	0		0
10	II. TANGIBLE ASSETS	5 773 248	0	5 835 907
11	Land and buildings and rights to immovables	5 704 872		5 747 198
12	Plants, machinery, vehicles	37 378		23 347
13	Other equipment, fixtures and fittings, vehicles	25 713		28 912
14	Breeding stock	0		0
15	Assets in course of construction	5 285		36 450
16	Payments on account	0		0
17	Adjusted value of tangible assets	0		0
18	III. FINANCIAL INVESTMENTS	10 722 652	0	10 722 652
19	Long-term participations in affiliated undertakings	10 722 447		10 722 447
20	Long-term credit to affiliated undertakings	0		0
21	Other long-term participations	205		205
22	Long-term loan to independent undertakings	0		0
23	Other long-term loans	0		0
24	Securities signifying a long-term creditor relationship	0		0
25	Adjusted value of financial investments	0		0

Date: Győr, March 01, 2013

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BALANCE SHEET "A" Assets

data in th HUF

	Item	Previous Year	Modifications	Current period
a	b	c	d	e
27	B. Current assets	2 365 483	0	4 607 247
28	I. INVENTORIES	351 099	0	351 012
29	Raw materials and consumables	11 882		10 094
30	Work in progress, intermediate and semi-finished products	0		0
31	Animals for breeding and fattening and other livestock	0		0
32	Finished products	0		0
33	Goods	338 217		340 918
34	Advances and prepayments	1 000		0
35	II. LIABILITIES	1 343 881	0	3 726 369
36	Trade debtors	10 370		36 220
37	Receivables from affiliated undertakings	1 034 508		3 682 015
38	Receivables from independent undertakings	0		0
39	Bills receivable	0		0
40	Other receivables	299 003		8 134
43	III. SECURITIES	489 421	0	489 421
44	Participations in affiliated undertakings	0		0
45	Other participations	0		0
46	Own shares and own partnership shares	489 421		489 421
47	Securities signifying a creditor relationship for trading purposes	0		0
49	IV. LIQUID ASSETS	181 082	0	40 445
50	Cash, cheques	83		191
51	Bank deposits	180 999		40 254
52	C. Accrued and deferred assets	21 998	0	19 637
53	Accrued income	17 755		18 247
54	Accrued expenses	4 243		1 390
55	Deferred expenses	0		0
56	Total assets	18 971 829	0	21 234 077

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BALANCE SHEET "A" Liabilities

data in thHUF

	Item		Previous Year	Modifications	Current period
a	b		c	d	e
57	D.	Shareholders' Equity	13 163 590	0	13 862 716
58	I.	ISSUED CAPITAL	13 473 446		13 473 446
59		including: ownership shares repurchased at face value	548 160		548 160
60	II.	ISSUED CAPITAL UNPAID (-)	0		0
61	III.	CAPITAL RESERVE	127 654		127 654
62	IV.	RETAINED EARNINGS	-869 896		-1 026 931
63	V.	LEGAL RESERVES	489 421		589 421
64	VI.	REVALUATION RESERVE	0		0
67	VII.	PROFIT OR LOSS FOR THE FINANCIAL YEAR	-57 035		699 126
68	E.	Provisions	44 650	0	19 420
69		Provisions for forward liabilities	44 650		19 420
70		Provisions for forward expenses	0		0
71		Other provisions	0		0
72	F.	LIABILITIES	5 678 468	0	7 255 478
73	I.	SUBORDINATED LIABILITIES	0	0	0
74		Subordinated liabilities to affiliated undertakings	0		0
75		Subordinated liabilities to independent undertakings	0		0
76		Subordinated liabilities to other economic entities	0		0
77	II.	LONG-TERM LIABILITIES	0	0	0
78		Long-term loans	0		0
79		Convertible bonds	0		0
80		Debts on issue of bonds	0		0
81		Investment and development credits	0		0
82		Other long-term credits	0		0
83		Long-term liabilities to affiliated undertakings	0		0
84		Long-term liabilities to independent undertakings	0		0
85		Other long-term liabilities	0		0

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BALANCE SHEET "A" Liabilities

data in thHUF

	Item	Previous Year	Modifications	Current period
a	b	c	d	e
86	III. SHORT-TERM LIABILITIES	5 678 468	0	7 255 478
87	Short-term bank loans	0		0
88	including convertible bonds	0		0
89	Other short-term loans	2 123 242		3 182 658
90	Advances received from customers	0		2 807
91	Accounts payable	210 650		165 356
92	Bills payable	0		0
93	Short-term liabilities to affiliated undertakings	3 318 088		3 877 449
94	Short-term liabilities to independent undertakings	0		0
95	Other short term liabilities	26 488		27 208
98	G. Accrued and deferred income	85 121	0	96 463
99	Deferred income	1 631		20 652
100	Deferred expenses	83 490		75 811
101	Accrued income	0		0
102	Total liabilities	18 971 829	0	21 234 077

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PROFIT AND LOSS STATEMENT "A"

(total costs method)

data in th HUF

		Item	Previous Year	Modifications	Current period
a		b	c	d	e
1	1	Net domestic sales	1 208 682		1 302 337
2	2	Net external sales	0		0
3	I.	Net sales revenue (01+02)	1 208 682	0	1 302 337
4	3	Changes in self-manufactured stocks ±	0		0
5	4	Capitalized value of self-construction	0		0
6	II.	Capitalized value of production (±03+04)	0	0	0
7	III.	Other income	1 175 968		41 719
8		including: reversed loss in value	0		0
9	5	Material costs	51 463		58 199
10	6	Contracted services	471 998		374 108
11	7	Other services	43 812		42 818
12	8	Cost of goods sold	2 192		548
13	9	Value of services sold	197 610		218 685
14	IV.	Material costs (05+06+07+08+09)	767 075	0	694 358
15	10	Wages and salaries	208 080		199 798
16	11	Other employee benefits	66 739		57 861
17	12	Contributions on wages and salaries	77 244		88 378
18	V.	Staff costs (10+11+12)	352 063	0	346 037
19	VI.	Depreciation	226 381		216 470
20	VII.	Other expenditures	491 934		165 279
21		including: loss in value	13 429		0
22	A.	PROFIT FROM OPERATING ACTIVITIES (I±II+III-IV-V-VI-VII)	547 197	0	-78 088

Date: Győr, March 01, 2013

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PROFIT AND LOSS STATEMENT "A"

(total costs method)

data in th HUF

		Item	Previous Year	Modifications	Current period
a		b	c	d	e
23	13	Dividends and profit-sharing (received or due)	606 780		606 660
24		including: from affiliated undertakings	600 000		600 000
25	14	Capital gains on investments	0		0
26		including: from affiliated undertakings	0		0
27	15	Interest and capital gains on financial investments	153		0
28		including: from affiliated undertakings	0		0
29	16	Other interest and similar income (received or due)	124 303		108 962
30		including: from affiliated undertakings	143		1 381
31	17	Other income from financial transactions	129 705		243 097
33	VIII.	Income from financial transactions (13+14+15+16+17)	860 941	0	958 719
34	18	Losses on financial investments	0		0
35		including: to affiliated undertakings	0		0
36	19	Interest payable and similar charges	206 828		150 760
37		including: to affiliated undertakings	0		0
38	20	Losses on shares, securities and bank deposits	838 390		0
39	21	Other expenses on financial transactions	434 306		25 816
41	IX.	Expenses of financial transactions (18+19±20+21)	1 479 524	0	176 576
42	B.	PROFIT FROM FINANCIAL TRANSACTIONS (VIII-IX)	-618 583	0	782 143
43	C.	PROFIT OF ORDINARY ACTIVITIES (±A±B)	-71 386	0	704 055
44	X.	Extraordinary income	0		599
45	XI.	Extraordinary expenses	9 098		6 169
46	D.	EXTRAORDINARY PROFIT (X-XI)	-9 098	0	-5 570
47	E.	PROFIT BEFORE TAXES (±C±D)	-80 484	0	698 485
48	XII.	Tax payable	-23 449		-641
49	F.	PROFIT AFTER TAXES (±E-XII)	-57 035	0	699 126
50	22	Retained earnings used for dividends and profit-sharing			
51	23	Dividends and profit-sharing paid (payable)			
52	G.	BALANCE SHEET PROFIT (±F+22-23)	-57 035	0	699 126

Date: Győr, March 01, 2013

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PROFIT AND LOSS STATEMENT "A"

(turnover costs method)

data in th HUF

	Item		Previous Year	Modifications	Current period
a		b	c	d	e
1	1	Net domestic sales	1 208 682		1 302 337
2	2	Net external sales	0		0
3	I.	Net sales revenue (01+02)	1 208 682	0	1 302 337
4	3	Prime cost of sales accounted	0		143
5	4	Cost of goods sold	2 192		548
6	5	Value of services sold	197 610		218 685
7	II.	Direct cost of sales (03+04+05)	199 802	0	219 376
8	III.	Gross profit (I-II)	1 008 880	0	1 082 961
9	6	Sales and marketing costs	21 500		22 293
10	7	Administration costs	1 122 345		1 013 326
11	8	Other general overhead	1 872		1 870
12	IV.	Indirect cost of sales (06+07+08)	1 145 717	0	1 037 489
13	V.	Other income	1 175 968		41 719
14		including: reversed loss in value	0		0
15	VI.	Other expenditures	491 934		165 279
16		including: loss in value	13 429		0
17	A.	PROFIT FROM OPERATING ACTIVITIES (±III-IV+V-VI)	547 197	0	-78 088

Date: Győr, March 01, 2013

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PROFIT AND LOSS STATEMENT "A"

(turnover costs method)

data in th HUF

		Item	Previous Year	Modifications	Current period
a		b	c	d	e
18	9	Dividends and profit-sharing (received or due)	606 780		606 660
19		including: from affiliated undertakings	600 000		600 000
20	10	Capital gains on investments	0		0
21		including: from affiliated undertakings	0		0
22	11	Interests and gains of financial assets	153		0
23		including: from affiliated undertakings	0		0
24	12	Other interest and similar income (received or due)	124 303		108 962
25		including: from affiliated undertakings	143		1 381
26	13	Other income from financial transactions	129 705		243 097
28	VII.	Income from financial transactions (09+10+11+12+13)	860 941	0	958 719
29	14	Losses on financial investments	0		0
30		including: to affiliated undertakings	0		0
31	15	Interest payable and similar charges	206 828		150 760
32		including: to affiliated undertakings	0		0
33	16	Losses on shares, securities and bank deposits	838 390		0
34	17	Other expenses on financial transactions	434 306		25 816
36	VIII.	Expenses of financial transactions (14+15±16+17)	1 479 524	0	176 576
37	B.	PROFIT FROM FINANCIAL TRANSACTIONS (VII-VIII)	-618 583	0	782 143
38	C.	PROFIT OF ORDINARY ACTIVITIES (±A±B)	-71 386	0	704 055
39	IX.	Extraordinary income	0		599
40	X.	Extraordinary expenses	9 098		6 169
41	D.	EXTRAORDINARY PROFIT (IX-X)	-9 098	0	-5 570
42	E.	PROFIT BEFORE TAXES (±C±D)	-80 484	0	698 485
43	XI.	Tax payable	-23 449		-641
44	F.	PROFIT AFTER TAXES (±E-XI)	-57 035	0	699 126
45	18	Retained earnings used for dividends and profit-sharing			
46	19	Dividends and profit-sharing paid (payable)			
47	G.	BALANCE SHEET PROFIT (±F+18-19)	-57 035	0	699 126

Date: Győr, March 01, 2013

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Consolidated Financial Statements
in accordance with the International Accounting Standards
for the year ended 31 December 2012
of
Rába Járműipari Holding Nyrt.



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RÁBA Járműipari Holding Nyrt.
Consolidated Balance Sheet
for the year ended 31 December 2012 (amounts in thHUF)

		31 December 2011	31 December 2012
Assets			
Property, plant and equipment	7	13,939,631	13,777,744
Intangible assets	8	971,345	1,046,740
Investment property	9	338,217	338,217
Receivables from sales of assets	31	194,043	194,043
Deferred tax assets	25	664,515	508,470
Other non-current assets	10	4,597	642,284
Total non-current assets		16,112,348	16,507,498
Inventory	11	8,188,147	8,424,298
Trade and other receivables	12	10,540,582	9,683,334
Current tax asset		41,238	112,298
Cash and cash equivalents	13	894,712	176,525
Total current assets		19,664,679	18,396,455
Total assets		35,777,027	34,903,953
Equity and liabilities			
Share capital	14	12,921,066	12,921,066
Capital reserve	14	85,004	85,004
Share based payment reserve	15	165,198	165,057
Retained earnings	14	(2,375,451)	(1,767,906)
Other comprehensive income	14	(804,416)	(19,843)
Total equity		9,991,401	11,383,378
Provisions	16	650,410	406,620
Non-current loans and borrowings	17	8,043,520	3,286,679
Total non-current liabilities		8,693,930	3,693,299
Current portion of loans and borrowings	17	6,653,414	10,294,062
Trade and other payables	18	10,438,282	9,533,214
Total current liabilities		17,091,696	19,827,276
Total equity and liabilities		35,777,027	34,903,953



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RÁBA Járműipari Holding Nyrt.
Consolidated Statement of Comprehensive Income
for the year ended 31 December 2012 (amounts in thHUF)

		31 December 2011	31 December 2010
Revenues	20	39,378,800	42,345,857
Direct cost of sales	21	(31,341,711)	(33,242,525)
Gross profit		8,037,089	9,103,332
Sales and marketing expenses	21	(765,594)	(743,492)
General and administrative costs	21	(6,525,632)	(6,965,716)
Other income	23	1,513,627	421,956
Other expenditures	23	(631,445)	(481,586)
Total other operating expenditures		(6,409,044)	(7,768,836)
Profit from operating activities		1,628,045	1,334,499
Finance income	24	2,129,780	1,874,443
Finance expenses	24	(3,134,601)	(2,331,366)
Share of loss of associates	24	(124,263)	
Profit before tax		498,961	877,576
Taxes	25	(44,432)	(308,565)
Profit for the year		454,529	569,011
Profit/(loss) on cash flow hedges	14	(950,382)	926,760
Deferred tax effect of cash flow hedges	14	145,967	(142,187)
Total comprehensive profit/(loss) for the year		(349,886)	1,353,584
Basic earnings per share	28	36	44
Diluted earnings per share	28	36	44



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Report on Corporate Governance

Annex as enclosure



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Item 1 c) on Agenda of General Meeting

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



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Report of the Supervisory Board of Rába Automotive Holding Plc. to the Annual General Meeting

Subject: Report on FY 2012, annual financial statements and a proposal for the allocation of the net result

On the meetings held quarterly in the financial year, the Supervisory Board (SB) discussed and approved the report of the Board of Directors on the quarterly activity of the Company, on its financial management as well as on the most significant events.

The SB continuously followed the operation of the internal audit organizational unit, had its leader report and discussed the reports on internal as well as on follow-up revisions. The SB set the audit plan for the year, and in some cases gave instructions with regard to further monitoring considerations and fields to be monitored.

The SB has been in contact with the Company's auditor and together they discussed the reports of the Board of Directors to be submitted to the Annual General Meeting.

The key financial figures of the Company in the Annual Reports in accordance with the Hungarian and International Accounting Standards:

Description	2011		2012	
	Rába Plc. individual HAS	Consolidated IFRS	Rába Plc. individual HAS	Consolidated IFRS
Sales revenue	1 208 682	39 378 800	1 302 337	42 345 857
In which export	0	25 430 154	0	29 516 591
Operating profit	547 197	1 628 045	-78 088	1 334 496
Profit before taxes	-80 484	498 961	698 485	877 573
Total comprehensive profit for the year		-349 886		1 353 581
Issued capital	13 473 446	12 921 066	13 473 446	12 921 066
Shareholders' equity	13 163 590	9 991 401	13 862 716	11 383 378
Balance sheet total	18 971 829	35 777 027	21 234 077	34 903 953
Average headcount	15	1 962	16	1 904

In view of the auditor's certification clause issued without limitation, the SB determined that the report and the financial statements give an appropriate account of the Company's financial state.

The SB proposes to the General Meeting to approve the consolidated financial statements for the FY 2012 according to IAS and the non-consolidated financial statements for the FY 2012 according to HAS as well as the proposal of the Board of Directors for the allocation of the net result and the Report on Responsible Corporate Governance.

Győr, March 20, 2013

On behalf of the Supervisory Board of Rába Plc.

Dr. Polacsek Csaba
Chairman



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Deloitte.

Deloitte Auditing and Consulting Ltd.
H-1068 Budapest, Dózsa György út 84/C., Hungary
H-1438 Budapest, P.O.Box 471, Hungary

Tel: +36 (1) 428-6800
Fax: +36 (1) 428-6801
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Company Registration Number: 01-09-071057

Translation of the Hungarian original

INDEPENDENT AUDITORS' REPORT

on the financial statements submitted for the forthcoming General Meeting
of RÁBA Járműipari Holding Nyrt.

To the Shareholders of RÁBA Járműipari Holding Nyrt.

Report on the Financial Statements

We have audited the accompanying financial statements of RÁBA Járműipari Holding Nyrt. (the "Company") for the year 2012, which comprise the balance sheet as at December 31, 2012 - which shows total assets of 21,234,077 thHUF and a retained profit for the year of 699,126 thHUF-, and the related profit and loss account for the year then ended and the supplement comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the Accounting Act, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Hungarian National Standards on Auditing and effective Hungarian laws and other regulations pertaining to audit. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Member of Deloitte Touche Tohmatsu



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Opinion

In our opinion, the financial statements give a true and fair view of the financial position of RÁBA Járműipari Holding Nyrt. as at December 31, 2012, and its financial performance for the year then ended in accordance with the Accounting Act.

Other Reporting Obligation: Report on the Business Report

We have examined the accompanying business report of RÁBA Járműipari Holding Nyrt. for the year 2012.

Management is responsible for the preparation of this business report in accordance with the Accounting Act.

Our responsibility is to assess whether the accounting information in the business report is consistent with that contained in the financial statements prepared for the same business year. Our work with respect to the business report was limited to assessing the consistence of the business report with the financial statements, and did not include a review of any information other than that drawn from the audited accounting records of the Company.

In our opinion, the business report of RÁBA Járműipari Holding Nyrt. for the year 2012. corresponds to the figures included in the financial statements of RÁBA Járműipari Holding Nyrt. for the year 2012.

Budapest, March 8, 2013

The original Hungarian version has been signed.

Horváth Tamás
Deloitte Auditing and Consulting Ltd.
1068 Budapest, Dózsa György út 84/C.
000083

Binder Szilvia
registered statutory auditor
003801



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Deloitte.

Deloitte Auditing and Consulting Ltd.
H-1068 Budapest, Dózsa György út 84/C., Hungary
H-1438 Budapest, P.O.Box 471, Hungary

Tel: +36 (1) 428-6800
Fax: +36 (1) 428-6801
www.deloitte.com/hungary

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of RÁBA Járműipari Holding Nyrt.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of RÁBA Járműipari Holding Nyrt. (the "Company") for the year 2012, which financial statements comprise the consolidated balance sheet as at December 31, 2012 - which shows total assets of 34,903,953 thHUF, - and the related consolidated statement of income and the statement of comprehensive income – which shows total comprehensive profit for the year of 1,353,581 thHUF -, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Hungarian National Standards on Auditing and effective Hungarian laws and other regulations pertaining to audit. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Member of Deloitte Touche Tohmatsu



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Opinion

In our opinion, the financial statements give a true and fair view of the financial position of RÁBA Járműipari Holding Nyrt. as at December 31, 2012, and its financial performance and its cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union.

Other Reporting Obligation: Report on the Consolidated Business Report

We have examined the accompanying consolidated business report of RÁBA Járműipari Holding Nyrt. for the year 2012.

Management is responsible for the preparation of this consolidated business report in accordance with the Hungarian Accounting Act.

Our responsibility is to assess whether the accounting information in the consolidated business report is consistent with that contained in the consolidated financial statements prepared for the same business year. Our work with respect to the consolidated business report was limited to assessing the consistence of the consolidated business report with the consolidated financial statements, and did not include a review of any information other than that drawn from the audited accounting records of the Company.

In our opinion, the consolidated business report of RÁBA Járműipari Holding Nyrt. for the year 2012. corresponds to the figures included in the consolidated financial statements of RÁBA Járműipari Holding Nyrt. for the year 2012.

Budapest, March 21, 2013

The original Hungarian version has been signed.

Horváth Tamás
Deloitte Auditing and Consulting Ltd.
1068 Budapest, Dózsa György út 84/C.
000083

Binder Szilvia
registered statutory auditor
003801



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Item 1 d) on Agenda of General Meeting

Discussion of the annual financial statement 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

(Draft) resolution 1/2013.04.12 of the AGM:

The General Meeting approves the report of the Board of Directors on the results of the 2012 operations and financial position of Rába Plc. as in the proposal.

(Draft) resolution 2/2013.04.12 of the AGM:

Based on the review by the Supervisory Board, the report of the auditor and the figures in the 2012 annual report, the General Meeting approves the individual and consolidated balance sheet of Rába Nyrt. for 2012 as set forth in the proposal and as follows:

A./ The AGM approves the individual balance sheet, drawn up as per the Hungarian Act on Accounting, with a corresponding balance-sheet total of assets and liabilities that is HUF 21,234,077 thousand, and a balance sheet profit of HUF 699,126 thousand.

B./ The AGM approves the consolidated balance sheet, drawn up as per the International Financial Reporting Standards, with a corresponding balance-sheet total of assets and liabilities that is HUF 34,903,953 thousand, and a total comprehensive profit for the year of HUF 1,353,581 thousand.

(Draft) resolution 3/2013.04.12 of the AGM:

Based on the proposal of the Board of Directors, the General Meeting resolves that the Company does not pay dividend, and places the profit after taxation into profit reserves.

(Draft) resolution 4/2013.04.12 of the AGM:

With regard to the preliminary approval by the Supervisory Board, the General Meeting approves the Report on Corporate Governance as per the proposal.



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Item 2 on Agenda of General Meeting

Assessment of the activity of the Board of Directors in the previous financial year, and grant of discharge of liability to the Board of Directors according to Article 30 (5) of the Company Act and Article 13 (s) of the Articles of Association

(Draft) resolution 5/2013.04.12 of the AGM:

Based on the assessment of the activity of the Board of Directors in FY 2012 according to the Article 13 (s) of the Articles of Association, the General Meeting grants the discharge of liability to the Members of the Board of Directors according to the Article 30 (5) of the Company Act.



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Item 3 on Agenda of General Meeting

Election of Board member

The mandate of István Pintér, the Chairman of the Board expires on the day of the General Meeting on April 12, 2013.

According to 4/2012.06.19 AGM resolution, the Board of Directors consists of six members. Therefore one new member has to be elected. In compliance with the preliminary agreements among the shareholders, the Board of Directors proposes to the General Meeting to re-elect István Pintér as an unchanged member of the Board of Directors for further certain period of time.

(Draft) resolution 6/2013.04.12 of the AGM:

The General Meeting re-elects ISTVÁN PINTÉR as a member of the Board of Directors for the period ending with the annual general meeting closing the 2017 business year, until April 30, 2018, the latest.



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Item 4 on Agenda of General Meeting

Approval of the amendment of the Rules of Procedure of the Supervisory Board

Annex as enclosure

(Draft) resolution 7/2013.04.12 of the AGM:

The General Meeting approves the amendment of the Rules of Procedure of the Supervisory Board according to the proposal.



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Item 5 on Agenda of General Meeting

Election of the Auditor and setting the remuneration

The appointment of the auditor of the company expires at the AGM. According to the proposal of the Audit Committee, the General Meeting is suggested to appoint **Deloitte Könyvvizsgáló és Tanácsadó Kft.** as auditor in the future too.

(Draft) resolution 8/2013.04.12 of the AGM:

The General Meeting appoints Deloitte Könyvvizsgáló és Tanácsadó Kft. (seat: 1068 Budapest, Dózsa György út 84/C , company registration number: 01-09-071057) as auditor of the Company for the period ending with the annual general meeting closing the financial year 2013, until April 30, 2014, the latest at an auditor fee of HUF 13.8 million + VAT. The auditor designated by Deloitte Könyvvizsgáló és Tanácsadó Kft. is Szilvia Binder (registered number: 003801) who is responsible for the auditing personally. The General Meeting authorises the CEO of the company to execute a contract with the auditor pursuant to Article 41 (1), 42 (3) and this resolution.



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Item 6 on Agenda of General Meeting

Miscellaneous



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Number of voting rights at RÁBA Automotive Holding Plc at March 12, 2013

Pursuant to Article 304 (1) of the Act IV of 2006, the Company Act, RÁBA Automotive Holding Plc informs herewith the participants of capital market about the number of voting rights attached to the Company's shares, and about the volume of the registered share capital:

The composition of the share capital:

Series of shares	Par value (HUF/each piece)	Number of issued shares	Total par value (HUF)
	1,000	13,473,446	13,473,446,000
Volume of Share Capital		13,473,446	13,473,446,000

Number of voting rights attached to shares

Series of shares	Number of issued shares	Shares entitled to vote	Voting rights per each share	Total of voting rights	Number of own shares
	13,473,446	13,473,446	1	13,473,446	548,160
Total	13,473,446	13,473,446	1	13,473,446	548,160