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# **Rába Automotive Holding Plc.**

**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 17, 2014 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 2013**
  - 1.a) Report of the Board of Directors on the Company's business operations in the business year 2013;**
  - 1.b) Report on the Company's financial statements of 2013 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 result; and the submission of Corporate Governance Report;**
  - 1.c) Report of the Supervisory Board on the financial reports and on the annual financial statements of 2013 drawn up as per the Act on Accounting and on the allocation of the net result;**
  - 1.d) Report of the Auditor on the annual financial statements of 2013 drawn up as per the Act on Accounting;**
  - 1.e) 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 Corporate Governance Report;**
- 2. Assessment of the activity of the Board of Directors in the financial year 2013, and grant of discharge of liability to the Board of Directors according to Article 30 (5) of the Company Act and Article 13 (v) of the Articles of Association;**
- 3. The amendment of the Articles of Association, decision on continuation of the Company's operation pursuant to and under the Act V of 2013 (the Civil Code) and setting the consolidated memorandum thereof;**
- 4. Authorization of the Board of Directors to acquire own shares;**
- 5. Election of Board member(s) and setting the remuneration;**
- 6. Election of the Auditor and setting the remuneration;**
- 7. 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 26, 2014 on the website of BSE ([www.bet.hu](http://www.bet.hu)) and on the website of the Company ([www.raba.hu](http://www.raba.hu)).



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Subject to presentation of certificate of ratio of voting rights, and, to indication of the reason for the request, 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, 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 10, 2014**

The closing day of Register of Shareholder is: **April 15, 2014. 6 p.m.**

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 liability 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 the 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.

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

The shareholders should prove their personal identity by presenting their identity card. 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 documents are not issued in the Hungarian or English language, the shareholder should attach the Hungarian or the English translation.

For the purpose of registration, the shareholders are requested to arrive at the place of the Annual General Meeting from 8.30 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 17, 2014 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, 2014 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 10, 2014 and closed on April 15, 2014 at 6 p.m. shall be applicable to the Annual General Meeting repeated for lack of quorum.

In the event that the quorate Annual General Meeting is suspended, the date of the continued Annual 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.