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Rába Automotive Holding Plc.

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

herewith informs the shareholders of the Company that it convokes an

extraordinary GENERAL MEETING

on November 11, 2014 at 10.00 a.m.

**at the Commercial Centre of RÁBA Plc.
(Hotel Konferencia, 3 Apor Vilmos püspök tere, Győr, H-9022)**

on the basis of the initiative by MNV Zrt. holding 76.07 per cent voting right in the Company, in accordance with Paragraph (1) of Section 3:103 of Act V of 2013 on the Civil Code and Article 15.2 of the Articles of Association.

The Agenda of the Extraordinary General Meeting shall be the following as indicated in the shareholder's initiative:

1. Recall of a Member of the Board of Directors, election of new Member and setting the remuneration;

The submission and draft resolutions relative to the Item on Agenda of the EGM will be published in their entirety in a separate notice, upon their receipt, by the Board of Directors, on the website of BSE (www.bet.hu) and on the website of the Company (www.raba.hu).

Subject to provision of a certificate of their voting rights and indication of the reason for their request, the shareholders representing at least 1 (one) per cent of the votes, may request the Board of Directors in writing and in accordance with the statutory requirements to detail the agenda items, to put any item on agenda of the EGM, and such shareholders may also submit draft resolutions regarding the items on agenda, within 8 days following the publication of this Notice of EGM.

Pursuant to the Articles of Association those shareholders or shareholder's proxies are entitled to participate in and vote at the EGM **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: **November 4, 2014**

The closing day of Register of Shareholder is: **November 7, 2014 at 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 EGM are requested to check, until the second working day before the closing date of Register of Shareholders, the latest, at the financial institution keeping their securities account that the arrangements have been made in favour of their registration into the Register of Shareholders.

The General Meeting shall take place with the personal attendance of the shareholders. Shareholders may participate in the General Meeting in person, or through their legal representatives or proxies.



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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 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 GM:

In the event that the General Meeting to be held on November 11, 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 November 25, 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 November 4, 2014 and closed on November 7, 2014 at 6 p.m. shall be valid for the General Meeting repeated for lack of quorum.

In the event the General Meeting having quorum is suspended, the date of the continued General Meeting will be established parallel to the time of suspension and it 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.