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Remuneration Report of RÁBA Automotive Holding Plc. for the 2022 business year

RÁBA Automotive Holding Plc. ("RÁBA Plc." or "Company", registered seat: 9027 Győr, Martin u. 1., registration No.: 08-10-001532) had the present Remuneration report drafted in accordance with the provisions of the Remuneration Code and Policy, adopted through the resolution of the general meeting of shareholders of the Company No. 6/2021.09.30. and of the provisions of act LXVII of 2019 on Encouraging long-term shareholder engagement and amendments of further regulations for harmonization purposes (the "Law").

The purpose of the Remuneration Report is to provide a comprehensive overview of all of the remuneration established and paid in 2022 for the executives and officials (members of the Board of Directors, members of the Supervisory Board, CEO, deputy CEO) as defined in the Law and established in the 2022 business year or due on the basis of the results of that year, in accordance with the Remuneration Code and Policy in any form.

The Company prepared its Remuneration Report for the year 2021 for the first time pursuant to the Law, consequently this report does not contain any data and comparison pertaining to the previous four years.

Remuneration of Company officials

Members of the Board of Directors of the Company received only and exclusively the monthly remuneration of the fixed amount determined by the resolution of the general meeting of shareholders no. 1/2021.09.30. Members of the Board of Directors received cost reimbursement for travel, accommodation, communications or meal costs incurred in connection with their position on the board or in the interest of the Company only and exclusively in accordance with the provisions of the Remuneration Code and Policy.

Members of the Supervisory Board of the Company received the monthly remuneration of the fixed amount determined by the resolution of the general meeting of shareholders no. 1/2021.09.30., approved by the resolution of the general meeting of Shareholders. Members of the Supervisory Board received no separate remuneration for their membership in the Audit Committee. Members of the Supervisory Board received no cost reimbursement for travel, accommodation, communications or meal costs incurred in connection with their position on the board or in the interest of the Company.

In 2022, the Company paid the remuneration as detailed in Annex 1 of the Report to Company officials.

Remuneration of executives employed by the Company, pursuant to paragraph 208 (1) of the Labour Code

Executives of the Company as per paragraph 208 (1) of the Labour Code, received no share options or other share-based remuneration.

Performance requirements and bonus targets for 2021 were set for executives of the Company as per paragraph 208 (1) of the Labour Code in accordance with the Remuneration Code and Policy. The actual amount of the bonuses was determined subject to the performance indicators.

Executives were paid cost reimbursement and other benefits in accordance with the provisions of the Remuneration Code and Policy and the provisions of the individual employment contracts.

For termination of employment of an indefinite term, in relation to the notice period and severance pay of executives, the Company acted in accordance with the provisions of act I. of 2012 on the Labour Code, other relevant regulations and of the Company's Remuneration Code and Policy.

In 2022, the Company paid the remuneration as detailed in Annex 1 of the Report to Company executives.



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Changes in the performance of the Company and in the remuneration of non-executive employees

The following chart shows the development of the performance of the Company and of the average remuneration of non-executive employees since the first time the Remuneration report was prepared in 2021 (in full-time equivalent).

Recent internal organisational changes and external environmental changes, together with the economic challenges have called for a minor restructuring in the organisation of the Company, maintaining and thus improving the operability and efficiency of the Company and the entire group of companies. Thus, the following table should be interpreted accordingly.

Business year	EBITDA as per IFRS (million HUF)	Changes in EBITDA as per IFRS compared to the previous business year	Average head-count of non-executive employees (persons)	Changes in average annual per capita income compared to the previous business year for non-executive employees
2021	871	-	31.6	-
2022	836	96.0%	34.4	98.7%

Implementation of the Remuneration Code and Policy occurred fully in line with its provisions.

The remuneration in 2022 of Company executives and officials was paid in line with the provisions of the adopted Remuneration Code and Policy and its amount and extent, according to the Board of Directors, served the long-term interests and performance of the Company, provided an incentive for efficient operation and contributed to the successful implementation of the Company's business policy, economic and strategic objectives for 2022.

Annexes:

Remuneration of executives and officials (2021-2022)

Győr, 28. March, 2023

Béla Hetzmann, Chairman
On behalf of the Board of Directors of Rába Plc



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Annex 1

Remuneration of Company officials and Executives (2021-2022)

Name	Position	Term		Gross salary (HUF)		Remuneration (HUF)		Voluntary pension fund contribution (HUF)		Bonus (HUF)	
		beginning	end / termination	2021	2022	2021	2022	2021	2022	2021	2022
Hetzmann, Béla	Chairman of the Board of Directors	04.12.2020	19.05.2026	-	-	6 854 667	10 800 000	-	-	-	-
	CEO, Rába Plc.	08.05.2021	indefinite	38 809 523	64 619 999	-	-	400 000	4 800 000	0	7 714 286
Lang-Péli, Éva	Member of the Board of Directors	2020.12.04.	19.05.2026	-	-	5 261 667	8 400 000	-	-	-	-
	CFO, Rába Plc. Finance director, Rába Axle Ltd.	15.11.2021	indefinite	3 863 636	34 770 000	-	-	-	1 540 000	0	750 000
	Member of the Supervisory Board, Rába Automotive Components Ltd.	15.11.2021	28.12.2023	-	-	76 667	676 667	-	-	-	-
	Member of the Supervisory Board, Rába Vehicle Ltd.	01.03.2022	13.06.2024	-	-	-	400 000	-	-	-	-
	Member of the Supervisory Board, Rekard LLC.	01.07.2022	30.06.2027	-	-	-	300 000	-	-	-	-
dr. Csüllög, Nóra	Member of the Board of Directors	04.12.2020	19.05.2026	-	-	2 905 000*	0*	-	-	-	-
Jakab, László	Member of the Board of Directors	30.09.2021	19.05.2026	-	-	2 123 333	8 400 000	-	-	-	-
Majoros, Csaba	Member of the Board of Directors	04.12.2020	19.05.2026	-	-	5 261 667	8 400 000	-	-	-	-
Mráz, Dániel Emanuel	Member of the Board of Directors	04.12.2020	19.05.2026	-	-	5 261 667	8 400 000	-	-	-	-
Dr. Szász, Károly	Member of the Board of Directors	30.09.2021	19.05.2026	-	-	2 123 333	8 400 000	-	-	-	-
Lepsényi, István	Chairman of the Supervisory Board	04.12.2020	24.01.2023	-	-	5 261 667	8 400 000	-	-	-	-
Dr. Harmath, Zsolt	Member of the Supervisory Board	17.04.2016	30.04.2027	-	-	3 982 500	6 000 000	-	-	-	-
dr. Szabó, Sándor József	Member of the Supervisory Board	04.12.2020	30.04.2027	-	-	3 982 500	6 000 000	-	-	-	-
Váradi, Zoltán	CFO, Rába Plc. Finance director, Rába Axle Ltd.	18.06.2021 18.06.2021	14.11.2021 14.11.2021	12 159 090	-	-	-	-	-	0	2 409 091
	Member of the Supervisory Board, Rába Automotive Components Ltd.	18.06.2021	14.11.2021	-	-	196 000	-	-	-	-	-

* As from 09.09.2021 have given up their remuneration due for position held at Rába Plc